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to the Robinson Property (Parcel 52)
HO'OHANA SOLAR 1, LLC

**BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAI'I**

2014 AUG 11 P 2:31
LAND USE COMMISSION
STATE OF HAWAII

In the Matter of the Petition of

**HALEKUA DEVELOPMENT
CORPORATION, a Hawai'i corporation**

To Amend the Agricultural Land Use District
Boundary into the Urban Land Use District for
Approximately 503.886 Acres at Waikele and
Ho'ae'ae, 'Ewa, O'ahu, City and County of
Honolulu, State of Hawai'i, Tax Map Key No.
9-4-02: 1, portion of 52, 70 and 71

DOCKET NO. A92-683

SUCCESSOR PETITIONER (TO PARCEL 52)
HO'OHANA SOLAR 1, LLC'S MOTION FOR
ORDER AMENDING THE AMENDED
FINDINGS OF FACT, CONCLUSIONS OF
LAW, AND DECISION AND ORDER FILED
ON OCTOBER 1, 1996; MEMORANDUM IN
SUPPORT OF MOTION; VERIFICATION OF
JON WALLENSTROM; AFFIDAVIT OF
STEVEN S.C. LIM; EXHIBITS 1- 16;
CERTIFICATE OF SERVICE

**SUCCESSOR PETITIONER (TO PARCEL 52) HO'OHANA SOLAR 1, LLC'S MOTION
FOR ORDER AMENDING THE AMENDED FINDINGS OF FACT, CONCLUSIONS OF
LAW, AND DECISION AND ORDER FILED ON OCTOBER 1, 1996**

I. RELIEF AND ORDER SOUGHT

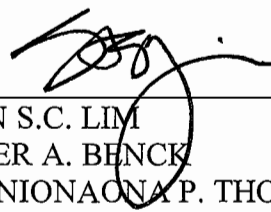
Successor Petitioner, as to the portion of the Petition Area identified as Tax Map Key No.
(1) 9-4-02: 052 ("**Parcel 52**"), HO'OHANA SOLAR 1, LLC, by and through its legal counsel,
CARLSMITH BALL LLP, hereby requests that the STATE OF HAWAI'I LAND USE
COMMISSION (the "**Commission**"): (1) recognize Ho'ohana Solar 1, LLC as the Successor
Petitioner to Parcel 52, with standing to seek and obtain the relief requested herein; and (2) issue

an order modifying the Commission's *Amended Findings of Fact, Conclusions of Law, and Decision and Order* dated October 1, 1996 ("**1996 Order**"), as amended by the Commission's October 7, 2013 *First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order filed on October 1, 1996* ("**2013 Order**"), to expressly authorize the proposed interim 30-year operational use of Parcel 52 for solar farm development (the "**Project**"); and (3) to delete Condition No. 21 of the 1996 Order, as amended by the 2013 Order, requiring the Commission's prior approval to change any ownership interest in the Petition Area, because it has been fully satisfied, or, in the alternative, pursuant to the requirements of Condition No. 21, approve the proposed lease of Parcel 52 by the landowner ROBINSON KUNIA LAND LLC to Successor Petitioner HO'OHANA SOLAR 1, LLC to allow the solar farm development.

II. GROUND FOR MOTION

This motion is made pursuant to Chapter 205, Hawai'i Revised Statutes ("**HRS**") and §§ 15-15-70 and 15-15-94 of Title 15, Subtitle 3, Chapter 15 of the Hawai'i Administrative Rules ("**HAR**"), the other authorities and arguments stated in the attached Memorandum in Support of Motion, and the pleadings and files herein.

Pursuant to HAR § 15-15-70(c), Ho'ohana Solar 1, LLC requests a hearing on this motion.



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HO'OHANA SOLAR 1, LLC

Dated: Honolulu, Hawai'i, August 11, 2014.

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MEMORANDUM IN SUPPORT OF MOTION

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I. INTRODUCTION AND IDENTIFICATION OF PETITION AREA

By Findings of Fact, Conclusions of Law, and Decision and Order dated October 1, 1996 ("**1996 Order**"), as amended by the State of Hawai'i Land Use Commission's ("**Commission**") October 7, 2013 *First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order filed on October 1, 1996* ("**2013 Order**"), the Commission reclassified approximately 503.886 acres of land situate at Waikele and Ho'ae'ae, 'Ewa, O'ahu (the "**Petition Area**"), from the State Land Use ("**SLU**") Agricultural District to the SLU Urban District, subject to 25 conditions of approval, for the development of the Royal Kunia Phase II Project. The Petition Area is located approximately 1.2 miles north of the Kunia Interchange of

Interstate Route H-1. The property is bounded on the east by the Waikele Stream, on the south by the Royal Kunia Phase I residential development, on the west by Kunia Road, and on the northwest by a 150-acre State Agricultural Park. At the time of the original petition, the Petition Area was designated by Tax Map Key Nos. (1) 9-4-002: 001, 052 (por.), 070 (por.) and 071 (por.). See Exhibit A of the Commission's 1996 Order. The current Tax Map Key designations of the Petition Area are (1) 9-4-002: 001 (por.), 052, 070, 071, 078, and 079. See **Successor Petitioner's Exhibit 1** (maps showing Parcel 52 and the Petition Area superimposed over the current tax map and GIS map showing the existing development southeast and adjacent to the Petition Area).¹ Attached hereto as **Successor Petitioner's Exhibit 2A** is a graphic showing the SLU District classifications of the Petition Area and surrounding properties. Attached hereto as **Successor Petitioner's Exhibit 2B** is a map of the Petition Area with an Overlay of the current zoning. Attached hereto as **Successor Petitioner's Exhibit 2C** is a map of the regions covered by the Central O'ahu Sustainable Communities Plan. Attached hereto as **Successor Petitioner's Exhibit 2D** is a copy of relevant portions of the Honolulu City and County Land Use Ordinances Master Use Table 21-3.

II. **COMMISSION CRITERIA FOR A MOTION TO AMEND**

A. **AUTHORITY TO AMEND**

HAR § 15-15-94 provides in part as follows:

(a) If a petitioner, pursuant to this section, desires to have a . . . modification of the commission's order, the petitioner shall file a motion in accordance with section 15-15-70 and serve a copy on all parties to the boundary amendment proceeding . . . in which the order was issued, and to any person that may have a property interest in the subject property as recorded in the county's real property tax records at the time that the motion is filed.

(b) For good cause shown, the commission may act to modify or delete any of the conditions imposed or modify the commission's order.

(c) Any modification or deletion of conditions or modifications to the commission's order shall follow the procedures set forth in subchapter 11.

¹ One full sized copy of the tax map was filed with the Commission at the filing of this Motion.

B. SERVICE OF MOTION

Under HAR section 15-15-94, a petitioner filing a motion to amend or delete conditions under H.A.R. section 15-15-70 must serve a copy of the motion on all parties to the original boundary amendment proceeding in which the condition was imposed or the order was issued, and to any person who may have a property interest in the subject property as recorded in the County's real property tax records at the time that the motion is filed.

Pursuant to H.A.R. section 15-15-48, a copy of this motion was also served on the State Office of Planning and the City and County of Honolulu Department of Planning and Permitting. As determined based on a review of the title reports for the Petition Area, all persons with a recorded interest in the Petition Area have been served with a copy of this Motion.²

III. SUCCESSOR PETITIONER'S INTEREST IN THE PETITION AREA

A. HO'OHANA SOLAR 1, LLC

The original Petitioner in this Docket was Halekua Development Corporation ("**Halekua**"). The property comprising the Petition Area was originally owned in fee simple by Caroline J. Robinson Limited Partnership, a Hawai'i limited partnership; Bishop Trust Company, Limited, a Hawai'i corporation, Trustee; Chinn Ho, Herman G.P. Lemke and Mildred Teresa Centeio, Trustees; Waikele Lands, Ltd., a Hawai'i corporation; and American Trust Co. of Hawai'i, Inc., a Hawai'i corporation, Trustee (collectively, "**Robinson Estate**"). Subsequently, by way of limited warranty deeds, the Robinson Estate conveyed 347.036 acres of the Petition Area to Halekua. Various legal proceedings in the 2000s resulted in Halekua losing control of the Petition Area, such that the present ownership of the Petition Area is as follows:

Robinson Kunia Land LLC, TMK No. 9-4-002: 052 (161.023 acres);

Canpartners IV Royal Kunia Property LLC, TMK Nos. 9-4-002: 071 (161.335 acres) and 079 (por.) (0.025 acres);

HRT Realty, LLC, TMK Nos. 9-4-002: 001 (por.) (as to an undivided 48.78% of 123.712 acres as Tenants in Common), 070 (13.304 acres), and 078 (36.660 acres);

² The title reports for the properties in the Petition Area, TMK Nos. 9-4-002: 001, 052, 070, 071 and 079, are attached hereto as Successor Petitioner's Exhibit 15.

300 Corporation, TMK No. 9-4-002: 001 (por.) (as to an undivided 25.63% of 123.712 acres as Tenants in Common);

Honolulu Limited, TMK No. 9-4-002: 001 (por.) (as to an undivided 25.59% of 123.712 acres as Tenants in Common); and

RKES, LLC, TMK Nos. 9-4-002: 071 (por.) (0.025 acres) and 079 (12.0 acres).

See id. Therefore, Canpartners IV Royal Kunia Property LLC, HRT Realty, LLC, 300 Corporation, Honolulu Limited, RKES, LLC, and Robinson Kunia Land LLC are the successors in interest to their respective TMK parcels under Docket No. A92-683. The Petition Area remains subject to the terms and conditions of the 1996 Order, as amended, by recorded Declaration of Conditions Imposed by the Land Use Commission, dated April 8, 1994, and Declaration of First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order Filed on October 1, 1996, dated June 20, 2014 (the "**Declarations**").³ *See Successor Petitioner's Exhibit 3* (excerpts from the 1996 Order).

By way of limited warranty deeds,⁴ the Robinson Estate conveyed TMK No. 9-4-002: 052 consisting of 161.023 acres to Robinson Kunia Land LLC ("**RKL**"). On August 2, 2012 RKL and Forest City Sustainable Resources, LLC ("**Forest City**") entered into a two-year Option Agreement, which grants Forest City an exclusive and irrevocable option to develop, construct and operate a solar power generating Project on Parcel 52. As will be discussed in more detail below, Forest City and Hanwha Q CELLS USA ("**Q CELLS**") joined together to create Ho'ohana Solar 1, LLC (hereinafter referred to as "**Successor Petitioner to Parcel 52**" or "**Successor Petitioner**" or "**Ho'ohana**" or "**Ho'ohana Solar**"), the entity responsible for the development of the proposed solar farm on Parcel 52 (the "**Project**"). Ho'ohana hereby respectfully requests that the Commission recognize Ho'ohana as the Successor Petitioner to Parcel 52 in this Docket A92-683, and thereby recognize and confirm Ho'ohana's standing to bring this Motion and to seek the requested relief.

³ The Declarations were recorded in the Bureau of Conveyances as Regular System Document Nos. 94-065022 and A-52840766. In accordance with HAR §15-15-63(j) and (k), a copy of the Declarations were not filed with this Motion.

⁴ Said deeds are recorded in the State of Hawai'i Bureau of Conveyances as Document Nos. 2005-130516 thru 2005-130519 and 2005-155094 thru 2005-155100. Pursuant to HAR § 15-15-63(j) and (k), a copy of the warranty deeds were not filed with this Motion.

IV. BACKGROUND ON PETITION AREA

A. COMMISSION PROCEDURAL HISTORY

Halekua filed the original petition to reclassify the Petition Area from the SLU Agricultural District to Urban District in 1992. The original Petition Area for the Royal Kunia Phase II Project was 504.865 acres. *See Findings of Fact, Conclusions of Law, and Decision and Order* dated December 9, 1993 ("**1993 Order**"). In the 1993 Order, the Commission approved the reclassification of the Petition Area from the SLU Agricultural District to the Urban District to allow for the development of the Royal Kunia Phase II Project. A total of 2,000 single-family and multi-family residential units are proposed for the Royal Kunia Phase II Project. Of the 2,000 residential units planned as a part of Royal Kunia Phase II, approximately 850 of those units are proposed to be developed on Parcel 52. *See **Successor Petitioner's Exhibit 4***, at 12 (1996 Development Plan and Final Environmental Assessment for Royal Kunia, Phase II, Increment 3, hereinafter "**1996 Development Plan & FEA**"). In addition, the Project includes 123 acres of light industrial uses, a 6 acre elementary school, and an 11.1 acre public park, all to be located outside of Parcel 52. Halekua also dedicated 150 acres of land within the Petition Area to the State for use as an Agricultural Park. *See* 1996 Order, FOF 37, 38, at 11-12.

In 1996, Halekua filed a Motion to Amend the 1993 Order to change the ownership interest and correct the metes and bounds of the Petition Area due to a change in the design of the Project, most notably removing the planned 160-acre golf course and thus decreasing the overall density of the overall Project from 10.1 units per acre to approximately 6.1 units per acre. 1996 Order, FOF 11, 29, at 4-5, 10. The Commission granted the Motion and the metes and bounds of the Petition Area were corrected to 503.886 acres by the 1996 Order. The revised plan also proposed to dedicate an 11.1-acre park instead of a 10-acre park to satisfy the Park Dedication Ordinance requirement. 1996 Order, FOF 35, at 11. As a result, Condition No. 6 of the 1993 Order, requiring Halekua to make available adequate golf tee times at affordable rates for public play to local residents, was deleted from the 1996 Order. The 1996 Order also deleted the original Condition No. 20, requiring Halekua to insure that no residential units would be constructed in the Navy's blast or buffer zone on the Property. All other conditions imposed by the 1993 Order were reaffirmed by the 1996 Order.

The Commission did not impose a condition requiring the Royal Kunia Phase II Project to be completed by a date certain. However, the 1996 Order anticipated that under the revised

plan, the Project would be developed over a 12-year period, without specifying the end date. 1996 Order FOF 43, at 13.

In 2013, Canpartners IV Royal Kunia Property LLC ("**Canpartners**") filed a *Motion for Order Amending the Findings of Fact, Conclusions of Law, and Decision and Order* on October 1, 1996 to modify Condition 2 of the 1996 Order to recognize Canpartners' standing and to clarify Canpartners' responsibility for implementing certain local and regional transportation improvements related to the Royal Kunia Phase II Project. The Commission granted Canpartners' motion by the *First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order filed on October 1, 1996*, dated October 7, 2013 ("**2013 Order**"). Under the Commission's amended Condition No. 2, Canpartners is no longer required to construct the improvements to the Kunia Road south of Cane Haul Road because those improvements are deemed regional, for which Canpartners will pay its pro-rata share. However, Canpartners remains responsible for the "local" improvements to Kunia Road north of Cane Haul Road up to the northernmost boundary of Royal Kunia Phase II. *See* 2013 Order (adopting the State Office of Planning's FOF 160A and 161(A) and Canpartners' proposed amendments to Condition No. 2).⁵ The traffic improvements required of Canpartners will be determined by the State DOT, and the City and County of Honolulu, Department of Transportation Services, which agencies may require Canpartners to dedicate certain rights of way.

⁵ The amended Condition 2 in its entirety requires petitioner (the Petitioner of the 2013 Motion was Canpartners alone) to:

fund, design, and construct the local transportation improvements necessitated by the proposed development, on a pro-rata basis, north of the Cane Haul Road intersection with Kunia Road, as determined and approved by the State Department of Transportation and the City and County of Honolulu, Department of Transportation Services, including without limitation the dedication of any rights-of-way to the State or County. Petitioner shall provide its fair share contribution toward regional transportation mitigation improvements, including but not limited to the Interstate H-1 Kunia Interchange and Kunia Road, south of the intersection with the Cane Haul Road, as determined and approved by DOT. Petitioner shall also be required to provide the following:

- A. All of the other improvements needed (which will not be provided by the Village Park and Royal Kunia, Phase I projects) to make Kunia Road a 4-lane highway with auxiliary lanes for both left and right turning movements (between Cane Haul Road Intersection and the northernmost boundary of Royal Kunia, Phase II) and a third northbound lane between Cane Haul Road Intersection and the north Kupuna Loop intersection, provided that interim measures prior to full build out may be allowed with the approval of DOT.

B. CURRENT ZONING OF THE PETITION AREA

Parcel 52 (161.023 acres) is currently zoned by the City and County of Honolulu as Restricted Agricultural AG-1. See **Successor Petitioner's Exhibit 2B** (a map of the Petition Area with an overlay of the current zoning). The rest of the Petition Area has been rezoned by the City and County of Honolulu from AG-1 to the urban uses of Low-Density Apartment A-1, Neighborhood Business B-1, Limited Industrial I-1, General Preservation P-2, and Residential R-5. The remaining parcels in the Petition Area are zoned as follows:

TMK No. 9-4-002: 001 – B-1 (Business Neighborhood) and I-1 (Limited Industrial) (Fee Owners: HRT Realty, LLC, 300 Corporation, and Honolulu Limited).

TMK No. 9-4-002: 070 – A-1 (Low-Density Apartment) (Fee Owner: HRT Realty, LLC).

TMK No. 9-4-002: 071 – A-1 (Low-Density Apartment), R-5 (Residential), and P-2 (Preservation General) (Fee Owners: Canpartners and RKES, LLC);

TMK No. 9-4-002: 078 – A-1 (Low-Density Apartment) (Fee Owner: HRT Realty, LLC);

TMK No. 9-4-002: 079 – P-2 (General Preservation) (Fee Owners: Canpartners and RKES, LLC).

V. **BACKGROUND ON PARCEL 52, HECO WAIVER PROCESS, AND HO‘OHANA SOLAR**

A. PARCEL 52 BACKGROUND

Parcel 52, the portion of the Petition Area owned by RKL and on which Ho‘ohana proposes to develop as a solar farm, has been classified in the State Land Use ("SLU") Urban District since 1993 when the LUC first reclassified the Petition Area from the SLU Agricultural District to the Urban District. Parcel 52 is slated to be developed as Royal Kunia Phase II, Increment 3 ("**Increment 3**"). See **Successor Petitioner's Exhibit 4**, at 1 (1996 Development Plan & FEA). At the date of this Motion, Royal Kunia Phase II, Increments 1 and 2 have yet to be constructed.⁶ As the timing of development of Increment 3 is proposed to follow

⁶ Royal Kunia Phase II, Increments 1 and 2 are proposed to be developed on TMK Nos. 9-4-002: 001 (por.), 070, 071, 078 and 079. On information and belief, construction of Royal Kunia Phase II, Increments 1 and 2 have not yet

development of Increments 1 and 2, and is not feasible until the infrastructure from Increments 1 and 2 are established, RKL and Ho'ohana have determined that the proposed interim use of Parcel 52 as a utility-scale solar farm for an operational period not to exceed 30 years is reasonable, until such a time that Parcel 52 is ready for residential development. This interim use of Parcel 52 would be a low-impact, environmentally friendly use that benefits utility customers island wide.

B. HECO LOW-COST WAIVER RFP

The Ho'ohana Project will provide electricity to HECO at a price that is consistent with other low-cost waiver suppliers, which is projected to be roughly half of the current average cost. HECO currently has an on-peak Avoided Cost of \$0.198 per kilowatt hour. Avoided Costs is essentially the marginal cost to produce one more unit of power. This cost is quite high and is influenced greatly by the price of oil. Ho'ohana will sell electricity to HECO near the publicly announced average price of \$0.158 per kilowatt hour for the Low-Cost Waiver Projects representing an approximately 20% price reduction from costs today. Ho'ohana's price will be locked in for the term of the contract, while HECO's Avoided Cost is subject to the ever-increasing and volatile oil prices. A short history of the HECO Low-Cost Waiver Project will help to set the historical basis of the Project proposed by Ho'ohana.

HECO issued a request for proposals ("**RFP**") for Low-Cost Waiver projects in February 2013. The RFP sought renewable energy projects for O'ahu only. The RFP requested projects greater than 5 megawatts ("**MW**") that could provide power under the threshold price of 17 cents per kilowatt hour. HECO selected 5 projects consisting of a total of 64 MW as part of the first round of the waiver solicitation. The Public Utilities Commission ("**PUC**") approved the first round of waiver projects (i.e., waivers from competitive bidding) in February 2014.

HECO issued a second round RFP, requesting projects that could provide power under a new threshold price of 16.25 cents per kilowatt hour, levelized over a 20-year period without the use of Hawai'i state tax credit incentives. From that RFP, HECO selected 6 projects consisting of a total of 192 MW, among which the Ho'ohana Solar Project was selected. The PUC recently approved this second round of waiver projects in August 2014.

commenced but are fully entitled to proceed with construction. The TMK parcels for Increments 1 and 2 have been conditionally rezoned under the Unilateral Agreement and Declaration of Conditional Zoning recorded March 6, 1995 as Regular System Doc. No. 95-030454, and the Unilateral Agreement and Declaration for Conditional Zoning recorded April 14, 1997 as Regular System Doc. No. 97-047601, respectively.

Prior to HECO's RFP, Forest City and RKL began discussions about the feasibility of developing a solar farm on Parcel 52. As an experienced solar developer, Forest City had previously completed six smaller renewable energy projects on O'ahu and sought to bid on HECO's RFP. Forest City and RKL subsequently entered into the August 2012 Option Agreement to develop Parcel 52 as a solar farm. Because of the potential size of the Project compared to Forest City's other projects, Forest City sought an experienced solar developer and operator, resulting in a partnership with Hanwha Q CELLS USA.

C. HO'OHANA SOLAR

Ho'ohana Solar is a joint venture by Forest City Sustainable Resources, LLC ("**Forest City**") and Hanwha Q CELLS USA ("**Q CELLS**" or "**Hanwha**"). Hanwha Q CELLS USA was formerly known as Hanwha Solar Energy America, but has been re-branded as Hanwha Q CELLS USA since the beginning of the Project. Both Forest City and Q CELLS have significant experience with renewable energy projects here in Hawai'i, as they have separately developed seven (7) utility-scale solar farms between them on O'ahu.

RKL and Forest City have executed an Option Agreement dated August 2, 2012,⁷ attached hereto as **Successor Petitioner's Exhibit 5** (Memorandum of Option Agreement), giving Forest City an exclusive and irrevocable option to lease Parcel 52 for the development, construction and operation of a solar power electricity generating project. Assuming approval of this Motion by the Commission, the parties plan to enter into a Land Lease and Solar Easement for the Project Area.

D. EXPERIENCE IN SOLAR DEVELOPMENT BY HANWHA AND FOREST CITY

1. Hanwha Q CELLS USA

Q CELLS focuses on the development, ownership and operation of commercial and utility scale solar power facilities in North and Latin America. Q CELLS is the North American downstream operating arm of Hanwha Q CELLS, an integrated global supplier to the entire photovoltaic value chain, from cell production to crystalline solar modules up to turnkey solar power stations.

Since 2007, Q CELLS and its predecessor entities have contracted over 160 MW in

⁷ The Memorandum of Option Agreement is recorded in the Bureau of Conveyances as Document No. A-46960924.

commercial, utility and school projects in the Americas, which includes systems for HECO, Puerto Rico Electric Power Authority, Pacific Gas & Electric, Southern California Edison, Indianapolis Power & Light, Los Angeles Unified School District, and various other commercial and institutional customers.

Q CELLS is responsible for developing the following renewable energy projects: Kalaeloa Renewable Energy Park (Kapolei, HI; 6.17 MW), Q CELLS PR Isla Solar, LLC (Puerto Rico; 55 MW), Garnet Solar Generation Station 1, LLC (Palm Springs, CA; 5 MW), Maywood (Indianapolis; 11 MW), Planada Elementary School District (Planada, CA; 490 KW, Lafayette Elementary School District (Lafayette, CA; 479 KW), and Le Grand Union School District (Le Grand, CA; 261 KW). In addition to developing the aforementioned projects, Q CELLS is responsible for engineering and constructing over 80 MWs of solar PV systems under EPC contracts with Pacific Gas & Electric, Los Angeles Unified School District, and a leading renewable energy investment fund in Canada. See **Successor Petitioner's Exhibit 6** (fact sheets detailing the Ho'ohana team's experience in renewable energy development).

The Kalaeloa Renewable Energy Park, a Q CELLS project, is a 6.17 MW solar farm that sits on 20 acres in 'Ewa, O'ahu at TMK (1) 9-1-013: 029. The property is in the SLU Urban District, has a County zoning of F-1 Military Use, and is designated for Eco-industrial Use under the Kalaeloa Master Plan. It opened on December 23, 2013 and is one of the largest solar energy generation facilities in Hawai'i.

2. Forest City Sustainable Resources, LLC

Forest City is a master developer of many prestigious real estate projects across the U.S. Forest City has a long and proud record of successful public-private partnerships that have helped to redevelop large complex projects, in cities like Chicago, Denver, Boston, Cleveland, New York, as well as here in Hawai'i. Forest City is committed to developing high-quality urban projects that - through careful consideration of planning, architectural design, market sensitivity, quality construction and sustainable operating systems - provide enduring value and capital appreciation for its partners and its company. The communities and buildings Forest City creates enhance the urban environment, are respectful of historical context, enliven the pedestrian experience and become part of the city fabric.

Forest City is one of the few remaining multi-product real estate companies developing retail, residential, commercial, entertainment and office properties. Forest City has won awards

and international recognition for achievements in redevelopment and community building. Forest City Enterprises engages in projects that will reenergize communities for years to come.

Forest City has developed the following renewable energy projects in Hawai'i: Kapolei Sustainable Energy Park (1.18 MW), Pearl City Peninsula Renewable Energy Park (1.28 MW), Twelker Solar Farm (Wai'anae; 0.60 MW), Olsen Solar Farm (Wai'anae; 0.60 MW), Arthurs Solar (Wai'anae; 0.60 MW), and Phan Solar (Wai'anae; 0.57 MW).

One of Forest City's recent projects consisted of installing solar to service approximately 6,500 homes at the Ohana Military Communities on the Marine Corps Base Hawai'i and Navy Region Hawai'i. Forest City partnered with SolarCity and Mililani Communities for this Project. *See id.*

In addition to its solar projects, in Hawai'i, Forest City is the developer of the 271-acre Kamakana Villages, a workforce housing development located in Kona, on the Island of Hawai'i. The Kamakana Villages project was undertaken by Forest City and the State of Hawai'i, Housing Finance and Development Corporation. Forest City has also redeveloped approximately 6,500 homes for the Navy and Marines, mentioned above, and is also developing the Kapolei Lofts, a 499-unit market rental development nearing ground breaking in Kapolei, on the Island of O'ahu.

The members of the Ho'ohana team are national and local experts in their fields and have had experience with projects of a similar scope and magnitude. The combination of expertise gives this team a competitive advantage as they are able to quickly and efficiently navigate the considerable and complex channels of developing a utility-scale solar farm in Hawai'i. *See id.* Leading the Project are Jon Wallenstrom and Ann Bouslog. Mr. Wallenstrom is the President of Forest City Hawaii and Ms. Bouslog is the Development Manager for Forest City Hawaii. Both individuals have a broad range of experience in real estate consulting and development.

VI. PROPOSED SOLAR FARM BY HO'OHANA SOLAR

A. SOLAR FARM ON PARCEL 52 AS AN INTERIM USE

Assuming the Commission's approval of this Motion, Parcel 52 will be used as a solar farm for an interim time not to exceed an operational period of 30 years. During this interim period, Ho'ohana requests that the conditions imposed by the 1996 Order relating to development of the residential units at Parcel 52 be deferred until such time that the residential

development of Increment 3 on Parcel 52 is pursued. RKL supports and consents to the Motion and the interim use as a solar farm. See Successor Petitioner's Exhibit 7 (RKL's Consent to Ho'ohana's Motion to Amend).

The proposed solar farm on Parcel 52 by the Ho'ohana Solar Project will be 20 MW (ac)/24 MW (dc). The 20 MW solar farm will assist in substantially reducing HECO's cost of providing electricity on O'ahu. The solar electricity produced by the Project and provided to HECO will help to reduce the 6 billion dollars that Hawai'i spends on imported oil and can help to reduce and stabilize the cost of electricity to O'ahu ratepayers. The Project is estimated to replace roughly 4.7 million gallons of imported oil and in the first year will produce electricity at a cost approximately 31% lower than HECO's October 2013 on-peak avoided cost of 22.697 cents per kWh. These estimated savings projections were provided by HECO as part of HECO's request to the Public Utilities Commission to approve contract negotiations. Furthermore, the Ho'ohana Project will produce approximately 46,000 MWh of 100% clean, renewable energy over the course of the Project, thus avoiding an estimated 46,000 tons of carbon dioxide that would otherwise be released into the atmosphere by burning fossil fuels. This carbon reduction is equivalent to removing approximately 8,100 cars from O'ahu's roads during the life of the Project. The power generated from the solar farm will be enough to support approximately 7,000 homes.

B. POWER FROM THE HO'OHANA SOLAR FARM WILL NOT PREVENT CONNECTIONS FOR INDIVIDUAL RESIDENTIAL ROOF-TOP SOLAR TO THE HECO GRID

Developing a solar farm on Parcel 52 will not inhibit or restrict HECO's ability to accept PV power from individual homes and businesses that also wish to use solar energy. Residential and commercial PV systems connect to the HECO grid at a distribution level of 12 kilovolts ("kV"). In contrast, the Ho'ohana solar Project will connect to the grid via different lines at a transmission level of 46kV. The 46kV connection is the same as what HECO uses to bring power from its existing fossil fuel power plants. HECO determines the ability to accept additional residential systems based on the existing amount of renewable energy on the 12 kV utility line to which the homeowner's residence is connected. In other words, the Ho'ohana Project will not prevent individual PV systems from connecting to the grid because the connection point is different. See Successor Petitioner's Exhibit 8 (graphic showing Ho'ohana vs. residential interconnection to the HECO grid); see also Nanakuli-Maili Neighborhood Board

No. 36 Meeting Minutes dated Feb. 18, 2014,

<https://www1.honolulu.gov/nco/nb36/14/36febmin.htm> ("Green energy will not limit distribution circuit availability for residential and commercial customers.").

Additionally, when the total amount of solar energy generated from residential, commercial and utility-scale systems in any area exceeds what can be absorbed by the HECO grid, the utility-scale projects are temporarily curtailed by HECO. Thus, when necessary, the utility-scale sources will be made to stop generating power, while the residential and commercial PV systems will be allowed to continue generating power. HECO requires utility-scale projects to include Supervisory Control and Data Acquisition Systems ("SCADA") that allow HECO to remotely disconnect or to remotely curtail electricity generation. Residential and commercial installations less than or equal to 1,000 kW (ac) do not require SCADA and thus HECO cannot remotely curtail these systems. Thus, the utility-scale power production will be reduced first, preserving residential and commercial PV systems' ability to remain in generation. Unlike utility-scale power, which can be curtailed, there is no mechanism that allows HECO to remotely curtail the amount of power produced by individual residences or businesses.

C. PARTICULARS OF THE HO'OHANA SOLAR PROJECT

The site for the proposed solar farm by Ho'ohana Solar (the "**Project**") will be in Kunia, in the district of 'Ewa on the Island of O'ahu. The Project will be located approximately two (2) miles off the H-1 Interstate Freeway, just north of the Royal Kunia Country Club, and east of Kunia Road. The character of the surrounding properties include active and fallow agricultural uses and a State agricultural park to the north and west, vacant military and federal zoned land to the east, and the proposed Royal Kuna Phase II, Increments 1 and 2 development located to the southwest. The Project will be sited on approximately 124 acres of Parcel 52's 161.023 acres, on the elevated portion of the site outside any floodplain or drainage areas. Parcel 52 is an excellent site for a solar farm due to the proximity of an existing interconnection with HECO. Relocation of the utility line for the Project is proposed within the boundaries of Parcel 52 and may include moving the line to the north and west perimeters of Parcel 52 to allow for a more efficient (i.e., smaller footprint) layout of the PV system and to minimize the shadows that would impact solar energy production. See Successor Petitioner's Exhibit 9 (Electrical Site Plan).

Ho'ohana intends to employ 310 Watt QPRO-L photovoltaic ("PV") modules manufactured by Q CELLS or a similar type of module. See Successor Petitioner's Exhibit 10

(photograph of the PV modules). Each PV panel measures approximately 39 inches wide and 77 inches long. The modules are designed to absorb as much solar energy as possible, and therefore create minimum to no glare. Approximately twenty-five percent (25%) of Parcel 52 (approximately 40 acres) will be directly covered by the PV modules. See **Successor Petitioner's Exhibit 9** (Electrical Site Plan). The PV modules for the Ho'ohana Project will be positioned between four (4) feet and a maximum height of nine (9) feet off the ground, and will only reach the maximum height during limited periods of the day when they are rotated to face the morning or late afternoon sun. The panels will face in the southerly direction and will be dark in color. The area beneath the modules and the spacing between the rows will be open and will allow for rain water infiltration. The solar farm will be 20 MW, comprised of approximately 80,000 modules. The modules will be mounted on a single axis racking system that rotates throughout the day to follow the sun and maximize electricity generation. See **Successor Petitioner's Exhibit 11** (racking system and tracker details schematic). Liquid mineral oil will be used as a coolant for the transformers. The modules and racks will be ground-mounted and are designed to withstand winds of up to 115 miles per hour.

The installation of the solar panels will follow the natural terrain of Parcel 52 but may require some grading to allow elevation adjustments for an efficient PV layout. Based on the GIS contour of Parcel 52, the slope of the property varies from 2% to 15%. Generally, the slope of the portion of Parcel 52 to be used for the Project varies from 2% to 8% with localized areas greater than 5% being leveled. Ho'ohana plans to do a detailed survey to get the final topographic information and design for the grading, if needed. A detailed grading plan that conforms to the City and County of Honolulu's permitting requirements will be developed. The minimal amount of excavated soils for the underground medium voltage line will remain on site and be distributed. There is an approximately 3 to 5 feet high berm along the western portion of the property that measures roughly 2,000 linear feet that will need to be leveled. As the Project site has been leveled and farmed in the past, the total earthwork quantities for the entire Project are not anticipated to be significant.

The Project site will require leveling of the land for the equipment pads, access driveways and areas within the Substation. There will be sixteen (16) large concrete equipment or building pads located throughout the site. Twelve (12) of those pads will be inverter and medium voltage pads measuring approximately 24 feet by 14 feet. See **Successor Petitioner's**

Exhibit 11 (concrete pad details). There will be one (1) Control Building pad measuring 35 feet by 12 feet, one (1) Operations & Maintenance building pad measuring 30 feet by 30 feet, one (1) night watchman quarters measuring approximately 1,000 square feet, and smaller concrete pads for the Substation equipment. Ho'ohana is researching alternative structures not requiring a concrete pad for the night watchman quarters, such as post and pier type supports.

The racking system will be supported by posts driven into the ground. The depth of the piles is estimated to be seven (7) feet below grade but will be determined after geotechnical analysis has been completed. No piles will be driven to a depth that could reach the highest historical levels of groundwater. A chain link fence, approximately eight (8) feet high (7 feet tall chain link fence with an additional 1 foot of barbed wire) will surround the Project site. *See **Successor Petitioner's Exhibit 11*** (chain link fence with barbed wire detail schematic). Areas exposed to views and neighboring uses will be planted with a vegetative buffer consisting of landscaping appropriate for the area, which may include bougainvillea, be-still trees and native trees such as ma'o and naupaka, to greatly minimize the visual impact. Hydroseed with low maintenance grasses will also be used in and around the solar panels array. The grass will be mowed periodically. If weeds become a problem, herbicides approved by the State of Hawai'i will be applied using best management practices.

Additionally, Ho'ohana has initiated discussions with the State of Hawai'i Department of Agriculture and is considering planting cover crops for pollinators in some of the areas of Parcel 52 that will not be used for solar panels. The State of Hawai'i recently proclaimed June 16 – 22, 2014 "Pollinator Week in Hawai'i," recognizing the value of crop pollinators, such as bees, butterflies, beetles, ants and flies, to agriculture in Hawai'i.⁸ Ho'ohana estimates that 10 to 15 acres may be used to plant cover crops for pollinators. Cover crops for pollinators are intended to benefit farming operations in the area that depend on pollinators. In addition to providing habitat for pollinators, cover crops for pollinators are also known to help to suppress weeds, improve soil, control erosion and ensure a healthy watershed. Ho'ohana will work with the Department of Agriculture and expert beekeepers to ensure that the bee or other pollinator population is managed so as not to become a nuisance to residents or other land users in the region.

⁸ See *Governor Signs Bills in Support of Agriculture*, GOVERNOR OF THE STATE OF HAWAI'I (June 19, 2014), <http://governor.hawaii.gov/blog/governor-signs-bills-in-support-of-agriculture/>.

The Project will include twelve (12) Power Stations. See Petitioner's Exhibit 11 (photo of power station). The Power Stations will be located within the Solar Array Field and include the Inverters and medium voltage transformer. See Petitioner's Exhibit 9 (Electrical Site Plan showing location of Power Stations in Solar Array Field). Inverters, rated at 1.67 MW, will be used at the Power Stations to convert the direct current ("dc") electricity from the PV modules to alternating current ("ac"). See Petitioner's Exhibit 11 (inverter schematic). The 12 Power Stations will be interconnected by an underground medium voltage line that feeds into the Substation. The Substation will be located on the northwestern portion of Parcel 52, just east of where Plantation Road intersects with Parcel 52 and the existing HECO utility line. The existing line is proposed for relocation within and along the northern boundary of Parcel 52 to allow for a more efficient PV module layout. See Petitioner's Exhibit 9 (Electrical Site Plan).

At the Substation at the northwest corner of the Project area, the ac electricity will be stepped up with a medium voltage transformer and interconnected to the 46 kV HECO line. The Substation will be approximately 120 feet by 100 feet (or one-quarter of an acre) in size, which represents approximately 0.2% of the Parcel 52. The Substation area will include equipment that reaches approximately twenty (20) feet in height and includes a thirty (30) foot high H-frame structure for the utility line transition point. Ho'ohana Solar is an intermittent renewable energy solar project with no utility scale batteries integrated into the design. Within the Control Building, there will be a small battery system (roughly the size of two or three car batteries) to serve as a back-up power system for data collection. There will also be three (3) 4,000 gallon water tanks and one (1) booster pump located near the night watchman and Operations & Maintenance Building. The water will be used for the night watchman building's potable water needs and for module cleaning purposes. The Substation Area will be surrounded with a nine (9) feet tall fence (8 feet tall chain link fence with an additional 1 foot of barbed wire). See *id.*

The Control Building will measure 35 feet by 12 feet, or about 420 square feet. The Control Building will house the PV plant controls, HECO remote terminal units, and relays and meters. There will also be an Operations and Management Building ("**O&M Building**") on the premises. The O&M Building will be approximately 900 square feet and will be used to store equipment and spare modules and parts. The security watchman residence building will measure approximately 1,000 square feet and includes a monitoring office and security watchmen residence that will be equipped with a septic system and potable water storage tanks. The water

storage tanks will be refilled by truck delivery.

The total building area or lot coverage of the facilities and equipment at the Project site will be approximately 39.25 acres. The setbacks, heights and location of the buildings and equipment accessory to the solar farm will be governed by the conditions of the Conditional Use Permit-Minor issued by the City Department of Planning and Permitting. The Project will be setback approximately 375 feet from the southern border of Parcel 52. The solar farm is projected to sell electricity to HECO for up to thirty (30) years. The performance of the PV panels is expected to decrease over time at a rate of approximately 0.75% per year. At the twenty-five (25) year mark, the PV panels will be producing approximately eighty-one (81%) of the initial related energy output.

The Project will generate approximately 46 million kilowatt hours ("kWh") of electricity per year. This is enough to power approximately 7,000 homes and to supply over two percent (2%) of the generation capacity for the Island of O'ahu. Based on the U.S. Environmental Protection Agency estimates, the Ho'ohana Solar Project will produce enough renewable power to prevent nearly 46,000 tons of carbon emissions annually. This is equivalent to removing over 243,000 cars from Hawai'i's roads over a 30-year period.

D. RELATED PROJECT ELEMENTS

1. Project Site Construction

Site preparation will be relatively minor. Material delivery, site preparation and the installation of the solar panels will take place under the supervision of a highly experienced construction management team. Quality assurance checks will be conducted daily by the construction management team during the entire construction process. Cut and fill of the site will only result in surface level impacts to soils. No run-off is anticipated, and in any event, earthwork will be managed under stormwater management and hydrology mitigation plans. All site work will be done in compliance with all federal, state and municipal laws and requirements. During the construction phase of the Project, Ho'ohana will have a monitoring program to address oil and fuel spills, and best management practices will be established and utilized. After completion of Project construction, no fuel or chemical sources will be utilized within the solar panel array.

2. Traffic Impacts

The Project will have three (3) full-time permanent employees that will work remotely and may not be on site on a daily basis. The Project will provide approximately fifty (50) jobs during construction and will also have seven (7) to (10) temporary positions to support the Project. Other than during the Project construction period, there will be little to no traffic impacts from operations related to the Project.

3. Construction and Operations Timeline

There is urgency to having the Project operational by June 15, 2016 in order for HECO to meet its required interim goal of 40% renewable sources by 2030, as well as for Ho'ohana to be able to take advantage of the federal investment tax credit that will allow Ho'ohana to sell the electricity it produces at low prices. If the start of operations is delayed until after June 15, 2016, Ho'ohana will be in breach of its expected contract with HECO. Furthermore, the federal investment tax credit on which the Project relies expires on December 31, 2016. Therefore, a delay to the start of operations beyond December 31, 2016 will likely result in cancellation of the Project.

Assuming approval of this Motion by the Commission and the Conditional Use Permit by the City and County of Honolulu, Ho'ohana anticipates that site preparation and construction will begin by the middle of 2015. Construction is estimated to take approximately 9 to 12 months. Once the solar is operational, it will continue to be operated by Ho'ohana for up to 30 years (not including construction and decommissioning). The actual term of operation will be determined by the Power Purchase Agreement to be negotiated between Ho'ohana and HECO.

Once the Project is no longer operational (i.e., no longer selling electricity to HECO), the Project site will be decommissioned. Upon decommissioning, all components of the solar farm will be removed and recycled where possible, and the land restored to its original condition. Ho'ohana estimates that decommissioning the Project site will take approximately four (4) to six (6) months.

4. Project Site and Equipment Maintenance

Maintenance of the solar farm will be simple and straightforward. Ho'ohana will have its technicians monitor the system's performance 24 hours per day, seven days per week from a remote, offsite location. Ho'ohana will clean the solar panels at minimum bi-annually (depending upon rainfall) with water that will be trucked onto the property and that may be

stored in the water tanks. However, cleaning will be dictated by the amount of soil buildup on the PV modules and may be more or less frequent than bi-annually. No cleansers or other additives will be needed. The solar farm site will be secured by perimeter fencing, and manned by security/maintenance personnel. Security cameras and motion detecting lights will be distributed along the perimeter of the site. The lights will be mounted on poles no higher than twenty (20) feet high. The lights will normally be off and only turn on at night when motion is sensed. This will protect the solar farm assets, and should also reduce the risks of any illegal dumping that could take place on Parcel 52.

Hanwha Q CELLS provides complete and customizable operations and maintenance services that maximize the performance of PV installations. Hanwha's O&M approach concentrates on a mixture of preventive maintenance, strong analysis of the system performance, and reactive maintenance to ensure safe operations and increased return on investments. The O&M service package for the Project will be designed based on Hanwha's expertise in the subject matter and what has historically worked for projects like this one.

The central operations for O&M are split into three major components: Asset Management, Data Management, and Operations Management. Asset Management consists of contract management, project management, warranty management, and risk management. Operations Management consists of maintenance planning, troubleshooting & diagnostics, operational decision-making, contractor management, and dispatch. Data Management consists of monitoring, production reporting, performance optimization, spares management and reliability metrics.

Hanwha has a separate method of execution for each of the three protocols. For Asset Management, there are clearly defined contract requirements and obligations between the owner, Hanwha Q CELLS, the O&M provider, and local service providers that dictate how unexpected operations or maintenance problems are addressed. For the Monitoring Protocol, an established fault response protocol is used to determine best practice for responding and correcting system errors. Clear procedures are in place to ensure the system is performing as expected and to identify trends, patterns and alarms that indicate otherwise. Finally, a Response Protocol creates a systematic approach to system errors. The protocol establishes clear guidelines for vendor responses, including time allowed to respond to an error, operating procedures, and similar tasks.

5. Access to Parcel 52

Access to the Project site will be along Plantation Road, from Kunia Road over and across TMK No. 9-4-003: 001 to the northern portion of the Parcel 52. *See **Successor Petitioner's Exhibit 1***. RKL is the fee owner of TMK No. 9-4-003: 001 and has the right to grant Ho'ohana access to Parcel 52 through TMK No. 9-4-003: 001. Other existing farm roads and perimeter access points within the site will provide direct access to the Project areas. No vehicular access ways will be provided within the Solar Array, however there will be a 20-foot wide access road surrounding the Solar Array. *See **Petitioner's Exhibit 9*** (Electrical Site Plan). Row access is limited to foot traffic, landscaping equipment or compact all-terrain vehicles. The City's LUO does not require parking stalls to be provided on site. There will, however, be an unimproved area next to the Substation to be used temporarily as parking for a utility truck. Ho'ohana also expects to occasionally accommodate school buses or other visitors for community outreach and education purposes. Parking for guests will be available. *See id.*

The Project will utilize HECO's existing utility easement. This utility easement may need to be relocated. The current and potential relocation of the utility easement are within Parcel 52's boundaries. Access to the utility easement areas will be provided over existing roads, primarily Plantation Road.

6. Archaeology Studies Done on Parcel 52

Several archaeological surveys have been conducted within the vicinity of Parcel 52. *See **Successor Petitioner's Exhibit 12***, at 10-14 (AIS for Parcel 52 and Plantation Road). The original final environmental impact statement ("**FEIS**") for the Royal Kunia Phase II Project (which included the proposed development of Parcel 52 as Increment 3) was accepted in 1989 and covered TMK (1) 9-4-02: portion of 1, and (1) 9-4-03: portion of 1 and 9. The letter dated November 10, 1988 from archaeologist Joseph Kennedy of Archaeological Consultants of Hawaii to William Wanket ("**Kennedy Report**") describes the archaeological walk-through survey of 670 acres, which likely covered the Project site as this report was used as the basis for both the 1993 Order and the 1996 Order for Royal Kunia Phase II. The letter states that the entire area was covered with sugarcane. As a result, the archaeologist opined that "the prospect of any remaining archaeological site was judged to be remote" and noted that there were no above-ground indicators of past uses on the property (aside from sugar cane crops).

The 1996s FEA and FONSI determination for Royal Kunia Phase II, Increment 3 also discusses the 1988 Kennedy Report and 1989 letter from DLNR stating that development of the

entire Project would have "no effect" on historic sites, as none had been identified by the survey, and confirms the Kennedy Report as the only archaeological survey done for the area. Condition No. 17 of the 1996 Order provides that if any archaeological or historic remains are found on the property during construction, all construction activities must stop and the State Historic Preservation Division's ("SHPD") must be notified.

In June 2014, Ho'ohana, through Group 70, engaged Scientific Consultant Services, Inc. ("SCS") to prepare an archaeological inventory survey ("AIS") of Parcel 52 and Plantation Road, the Project Area. *See id.* SCS submitted the AIS to SHPD on July 30, 2014. *See id.* The AIS concluded that there are no sites recommended for preservation and, with the data recovery conducted for the AIS, no further archaeological work was recommended. *Id.* at 53. The fieldwork was conducted by SCS archaeologists Guerin Tome, B.A. and Elizabeth Pestana, B.A. under the direction of Principal Investigator Robert L. Spear, Ph.D. The AIS report was prepared by Charmaine Wong, M.A., and Robert L. Spear, Ph.D. The survey consisted of a surface survey and limited subsurface testing that identified two (2) SCS temporary archaeological and cultural sites (TS-1 and TS-2). *Id.* at 1. SHPD determined that TS-1 lacked sufficient integrity to be assigned a State Site number. *Id.* SHPD has assigned State Site number Site 50-80-08-7671 to TS-2, a historic plantation road complex consisting of three features). SCS also found three pieces of pre-Contact cultural material. *Id.* SCS also conducted six (6) Shovel Probes ("SP"), SP-1 through SP-6. *Id.* at 17. SCS concluded that the Project Area "has been mechanically impacted and subject to modern modifications due to agricultural activity." *Id.*

SCS TS-1 consists of artifact scatter, consisting of "historic era fragments of various man-made objects such as porcelain insulators, ceramic dish sherds, colored bottle and vessel glass, and metal buckle. . . . There are modern materials such as quarried basalt, sparse limestone gravel, chunks [of] broken concrete, thin black plastic erosion protection sheeting, irrigation tubing, and PVC fragments." *Id.* at 20. Site 50-80-08-7671 (SCS TS-2) consists of three (3) features: Feature 1 – a concrete and basalt rock alignment measuring approximately 1.5 meters long; Feature 2 – a linear feature comprised of a mortar and basalt block wall, a concrete pipe, and angular basalt cobbles and boulders; and Feature 3 – portions of a Historic plantation road and former railway route. *Id.* at 20, 30. In total, fifty-two (52) artifacts were analyzed from the survey of Parcel 52. *Id.* at 49. Twenty (20) of the artifacts analyzed were from the SCS T-1 site

and found to be from the Historic and Modern periods; seven (7) ferrous metal and railroad spikes were collected from SCS TS-2; three (3) pre-Contact artifacts were found (a basalt adze perform and two basalt flakes with polished facets; twenty-two (22) cultural materials were collected from SP-5 and SP-6 and found to be from the Historic and Modern periods. *Id.*

SCS assessed the significance of both sites under HAR § 13-275-6 and found both sites to be significant under Criteria D, attributable to Historic land usage. SCS TS-1, artifact scatter, is associated with habitation; State Site 50-80-08-7671, an alignment and wall, are attributable to water diversion from past use of the property for sugarcane farming. *Id.* at 53. No further archaeological work has been recommended by SCS. *Id.*

7. Botany Information for Parcel 52

Ho‘ohana has retained AECOS, Inc. to complete a natural resources survey of Parcel 52. The final survey is in the process of being completed and will be filed with the Commission as a supplemental exhibit. Based on AECOS's draft survey, there are no threatened or endangered species, or federally-declared critical habitat, located on or within the Project Area. Parcel 52 is composed of land formerly and currently used for agricultural purposes.

No botanical resources of interest or concern were located on Parcel 52. The vegetation over most of Parcel 52 has been controlled by past and present land use. The majority of Parcel 52 has little vegetation. The remaining portions of Parcel 52 are covered with a weedy growth of grasses (Guinea grass), scattered trees (koa haole and silk oak), scrubs, and other herbaceous plants. Two native plants were located on the property, the ‘Uhaloa and ‘A‘ali‘i plants. No wetlands or streams are located in the Project Area.

A total of 615 birds representing 22 species were observed on Parcel 52. All 22 species are non-native to Hawai‘i. Four mammalian species were detected on Parcel 52: dog, mongoose, cat, and pig.

8. Community and Agency Outreach

Ho‘ohana has informed the community and the relevant State agencies about the proposed use of Parcel 52 as a solar farm. Community outreach for the Ho‘ohana Project began in March 2014 and will continue through the conclusion of the build out of the solar farm. Ho‘ohana will also be partnering with the community to provide educational opportunities for educators and children on O‘ahu, which will be an integral strategy once operational.

The following efforts to inform and solicit feedback from the community leaders, stakeholders, neighbors, state agencies and administrators have been or are in the process of being conducted. This includes the State Executive office, the City Executive office, area Senator, area Representative, Councilman, Senate Energy and Environment Chair, and House Energy and Environmental Protection Chair. In addition, Project principals have notified and consulted with State agencies such as the Department of Business, Economic Development and Tourism, the Energy Office, and the Department of Agriculture.

Representatives of adjacent communities include the Royal Kunia Association, Village Park Association, Waipahu Neighborhood Board and neighbors and businesses around the area such as the local farmers, Hawai'i Agricultural Research Center, Royal Kunia Country Club, Chambers of Commerce, developers of future planned increments of Royal Kunia, and school principals, all of which will be briefed on the Project details. Feedback thus far has been positive and Ho'ohana has received a number of letters in support of the Project. *See **Successor Petitioner's Exhibit 13A - 13C*** (Letters of support for the Ho'ohana Solar Project).

At these community and governmental agency meetings, Ho'ohana has made its best efforts to address the community's concerns that the Project will prevent residential users from installing PV systems on their homes. As discussed, Ho'ohana will not compete for capacity with residential rooftop solar circuits because the Project will connect to the electric grid through a dedicated high voltage 46 kV transmission line, while residential rooftop solar units connect to a different, lower voltage distribution line at 12 kV.

In addition, efforts are underway to provide perspectives of future views of Ho'ohana from the various parts of the surrounding communities. Ho'ohana engaged Group 70 International, Inc. to study the view of the proposed solar farm site at Parcel 52 from surrounding neighborhoods. Group 70 used existing utility poles in the area, which range from 110 feet tall to 140 feet tall, as a gauge. At their greatest height of 9 feet, the PV modules will stand at 1/12 to 1/16 the height of the utility poles. *See **Successor Petitioner's Exhibit 14*** (photos of view study). View studies from immediate neighborhoods show no to very little view impacts due to the topography. *See id.* Setbacks from the Property line, fencing and vegetation planting around the Project will minimize visual impacts.

9. No Greater Environmental Impacts

Based on the foregoing, the proposed utility-scale solar farm by Ho'ohana will not create

any greater environmental impacts than the residential development originally proposed on Parcel 52 under the plans for Royal Kunia Phase II, Increment 3.

VII. COMMISSION CONDITION NO. 21 REQUIRES PRIOR APPROVAL FROM THE COMMISSION PRIOR TO ALTERING ANY OWNERSHIP INTEREST IN THE PROPERTY OR PROJECT COVERED BY THE PETITION

Condition No. 21 imposed in Docket No. A92-683 states:

21. In reliance upon Petitioner's [Halekua] representation that it will develop the Project [Royal Kunia Phase II] on his own and in its entirety, the Petitioner shall obtain the prior approval from the Land Use Commission before it can sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property or Project covered by the approved Petition.

Petitioner shall request the prior approval from the Land Use Commission to alter the ownership interest in the Property or Project by filing a motion to request approval to alter ownership interest and supporting affidavits that will provide relevant information, including without limitation, (1) the name(s) and address(es) of the prospective owner(s) or real party(ies) in interest; (2) the reason for the alteration of ownership interest; (3) any information related to any proposed change in the representations made by Petitioner to the Commission and in its Petition filed pursuant to section 15-15-50, Hawai'i Administrative Rules, including without limitation any information pertaining to the financial capabilities of the prospective owner(s) to proceed with the Project as set forth in section 15-15-50(8); and, (4) a written acknowledgment and affirmation of the prospective owner(s) that the prospective owner(s) shall comply with all of the conditions of this Order.

The standard condition typically found in the Commission's orders provides that "Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Petition Area, at any time prior to completion of development of the Petition Area."

RKL intends to enter into a lease of the entire 161.023 acres of TMK (1) 9-4-002: 052, which includes all of the Robinson Property reclassified into the Urban District by the Commission in Docket No. A92-683. The terms of the lease between RKL and Ho'ohana will depend on the term of the Power Purchase Agreement with HECO. Pursuant to Condition No.

21, the Commission's prior approval of the proposed lease would be required.

By letter dated July 31, 2014, Ho'ohana has requested that the Commission's Executive Officer determine that Condition No. 21 has been fully satisfied and that the owners of the properties in the Petition Area no longer require prior approval by the Commission to transfer any ownership interest in the Petition Area. *See* **Successor Petitioner's Exhibit 16** (Letter from Steven S.C. Lim, Carlsmith Ball LLP, to Daniel Orodener, Executive Officer, Land Use Commission, State of Hawai'i, dated July 31, 2014). Rather, Ho'ohana requests that only notification to the Commission of changes in any property interests be required, pursuant to the standard condition normally imposed by the Commission.

If that administrative determination is not made, Ho'ohana hereby requests that the Commission approve the proposed lease of Parcel 52 between RKL and Ho'ohana to allow the solar farm development.

Ho'ohana further asks, pursuant to Condition No. 23, which allows the Commission to fully or partially release any of these conditions for all or any portion of the Petition Area, that the Commission release the Petition Area from Condition No. 21, the requirement to obtain the Commission's prior approval to change the ownership interest of the Petition Area, because Condition No. 21 is a unique condition and was intended to apply only to the original Petitioner in this Docket, Halekua, and the Condition has already been satisfied. *See id.*

VIII. CONDITION 20 REQUIRES THAT THE PROPERTY BE DEVELOPED IN SUBSTANTIAL COMPLIANCE WITH THE REPRESENTATIONS MADE TO THE COMMISSION

Condition No. 20 of the 1996 Order requires the petitioner of the boundary amendment and petitioner's successors in interest to "develop the Property in substantial compliance with the representations made to the Commission." The Commission determined that the proposed Royal Kunia Phase II development is consistent with the Hawai'i State Plan, Chapter 226 H.R.S. because it: (i) provides a significant inventory of affordable housing to moderate income groups; (ii) preserves a supply of high quality and well-located agricultural land that will be available to small farmers; and (iii) provides necessary support facilities and infrastructure to existing and surrounding communities. 1996 Order, FOF 220, 223, 224, and 230, at 57-59.

As proposed in the 1996 Order and the 1996 Development Plan, RKL remains committed

to development of Increment 3 for approximately 580 residential units on Parcel 52. RKL therefore supports and consents to Ho‘ohana seeking an order from the Commission stating that the proposed *interim* use of Parcel 52 as a solar farm is consistent with the representations made to the Commission. See **Successor Petitioner's Exhibit 7** (RKL's consent to the Motion to Amend).

Successor Petitioner acknowledges the continuing validity of the Commission's findings in the 1996 Order that the Royal Kunia Phase II Project is consistent with the Hawai‘i State Plan, Chapter 226, H.R.S. See 1996 Order, FOF 220, at 57-58. Urban development of Parcel 52 is recognized as being an appropriate use of the property, particularly development that includes affordable residential housing options to address O‘ahu's housing demand, and commercial uses to provide services to residents that do not require a commute into Honolulu's urban core. Parcel 52 is within the Urban Community Boundary established under the 2002 Central O‘ahu Sustainable Communities Plan that designates the area that Parcel 52 is located in for Residential, Low Density Apartments, Agriculture, and Preservation uses. See **Successor Petitioner's Exhibit 2C** (Central O‘ahu Sustainable Communities Plan).

Pending the Commission's approval of this Motion, Parcel 52 will be used as a utility-scale solar farm for an interim time not to exceed an operational period of 30 years (not including construction and decommissioning). Ho‘ohana estimates that permitting and construction of the Project will take 9 to 12 months. Decommissioning the Project will take approximately 6 months.

Ho‘ohana requests the Commission's approval of a 30-year operational time period for three reasons:

- a. Industry standards are moving toward a term of 30 years. When Ho‘ohana initially answered HECO’s RFP in 2013, HECO had requested projects providing power within a 20-25 year time period. In recent discussions with Ho‘ohana, HECO has requested that the Project consider extended operations for 30 years, rather than 20-25. The evolving industry standard (e.g., contract terms, estimated useful life of the Project, etc.) is to plan projects with a life of 30 years. The power purchase agreement between Ho‘ohana and HECO could therefore be for a period of 30 years. Ho‘ohana's proposed lease of Parcel 52 is for 20 years with two 5-year

options to extend, totaling 30 years. Furthermore, financing sources for utility-scale solar farm projects have started using a project useful life span of 30 years.

If the 30 year operational time period is approved by the Commission, RKL will extend Ho'ohana's lease of Parcel 52 to reflect the 30 year operational period, as well as the time necessary to construct and decommission the Project. Therefore, a 30 year operational time period for this Project is supported both by industry standards and HECO's needs.

- b. Royal Kunia Phase II, Increments 1 and 2. Canpartners and Stanford Carr Development ("SCD") estimate that completion of Royal Kunia Phase II, Increments 1 and 2 will take 15 years *or more* to complete. As envisioned by the Development Plan for Increment 3, *see* Successor Petitioner's Exhibit 4 § 2.2.3, at 15, Increment 3 was always planned to be developed after Increments 1 and 2, and plans to utilize the infrastructure built as a part of the completion of Increments 1 and 2.

and

- c. A 30-year project will yield better value for Hawai'i ratepayers. Hawai'i ratepayers will realize a better value with a longer term because the fixed infrastructure costs of the Project will be spread over a longer period. The Project will continue to generate renewable and less expensive energy and will help HECO to stabilize energy costs.

Ho'ohana is sensitive to the Commission's requirement that Parcel 52 be developed in substantial compliance with the representations approved by the Commission in the 1996 Order. Therefore, Ho'ohana has obtained RKL's consent and acknowledgement reconfirming that Parcel 52 will be developed as Increment 3, as represented to the Commission. Because Increment 1 is not yet complete and Increment 2 is estimated to take some 15 or more years to complete, Ho'ohana believes that the proposed interim use of Parcel 52 is the best use of the Property until such a time that Increments 1 and 2 are fully developed. Therefore, Ho'ohana requests that the Commission approve the use of Parcel 52 as a solar farm for the interim period before the land is developed for residential use as Royal Kunia Phase II, Increment 3.

The interim use of Parcel 52 as a solar farm is not a change in the original proposed development of Royal Kunia, Phase II; it is a new proposal for a *temporary* use. Furthermore, development of the solar farm on Parcel 52 will not adversely affect the interests or entitlements of the owners of the other properties in the Petition Area. The developers of Royal Kunia Phase II, Increments 1 and 2 will be able to proceed independently as planned. Unlike the residential development proposed for Increment 3, the interim solar farm use of Parcel 52 may proceed without the infrastructure built by the developers of Increments 1 and 2, and therefore will not be constrained by the timing of development of Increments 1 and 2. Permitting the interim solar farm use on Parcel 52 at this time allows for a viable use of the land that will benefit both the surrounding communities and electricity rate payers on O'ahu as a whole, than if the land was sit idle while waiting for the development of Increments 1 and 2. Similar to the current agricultural uses on Parcel 52, allowing this interim solar farm use is consistent with the right of landowners to make productive use of their lands during the period before development of the land for its ultimate intended residential use.

IX. STATUS OF REMAINING CONDITIONS

On January 14, 2014, Halekua-Kunia, LLC filed the *Status Report on the Applicant's Compliance with Conditions of Amended Decision and Order (Docket No. A-92-683, October 1, 1996)* ("**2014 Status Report**"); detailing Halekua-Kunia, LLC's status of compliance with the 25 conditions imposed by the 1996 Order. With regards to the applicability of the remaining conditions to proposed solar farm, Ho'ohana asserts that:

Condition No. 1, requiring Petitioner to provide affordable housing, does not apply to the proposed use. Because the proposed Project will not include the construction of any residential units, this condition is not applicable at this time.

Condition Nos. 2, 3, and 4, requiring Petitioner to fund, design, and construct its pro rata share of the local and regional transportation improvements driven by the proposed development of Royal Kunia Phase II, to appoint a transportation manager, and to monitor traffic attributable to the Royal Kunia Phase II project, do not apply to the proposed use. Because the proposed solar farm will have only negligible traffic impacts, these conditions are not applicable at this time.

Condition No. 5, requiring Petitioner to work with the City and County of Honolulu (the

"County") Department of Public Works and the State of Hawai'i Department of Health ("DOH") to conform to the program goals of the Integrated Solid Waste Management Act, does not apply to the proposed use. Because the proposed solar farm will not require a solid waste management system, this condition is not applicable at this time.

Condition No. 6, requiring the Petitioner to contribute its pro rata share to fund, develop, and/or construct school facilities, does not apply to the proposed use. Because the proposed use does not include the construction of any residential units, this condition is not applicable.

Condition No. 7 requires coordination with the Board of Water Supply and DLNR to obtain the required water for the project, or, if sufficient water is not available, requiring petitioner to fund and develop its own source, transmission, and storage facilities. As discussed above, Ho'ohana will truck water onto Parcel 52 and store the water in three (3) 4,000 gallon water tanks.

Condition No. 8, requiring Petitioner to fund its pro rata share of civil defense measures, does not apply to the proposed use. Because the proposed use does not include the construction of any residential units, this condition is not applicable.

Condition Nos. 9 and 10, requiring Petitioner to erect a chain link fence along the eastern boundary of the Petition Area and to maintain the land within 20 feet of the eastern boundary free of vegetation taller than eight inches high, does not apply to the proposed use. This condition was likely imposed as a safety measure for the proposed residential units to be constructed as a part of the Royal Kunia Phase II project. Because the proposed use will not involve the construction of any residential units, this condition is not applicable. As discussed above, however, Ho'ohana plans to erect an 8 feet tall fence around the perimeter of the proposed solar farm. Vegetative buffers will be planted where needed.

Condition No. 11 requires Petitioner to coordinate with the DOH and the County to establish a system to prevent and contain spills of chemicals. As discussed above, no hazardous chemicals will be used as a part of the proposed solar farm. Therefore, this condition does not apply to the proposed use.

Condition No. 12 requires Petitioner to fund and construct adequate wastewater treatment, transmission, and disposal facilities. Because no residential units will be constructed as a part of the proposed use, this condition does not apply. As discussed above, however, the security watchman residence will be equipped with a septic system.

Condition No. 13 requires Petition to implement effective soil erosion and dust control measures both during and after construction. Ho‘ohana will use best management practices to control dust and erosion during construction of the proposed solar farm. Erosion and dust will be minimal once construction of the solar farm is completed and during operation of the solar farm.

Condition No. 14, requiring Petitioner to participate in an air quality monitoring program, does not apply to the proposed use. There will be no emissions from the proposed solar farm and the operation of the solar farm will produce only minimal vehicle trips.

Condition No. 15, requiring Petitioner to notify owners and occupants within the Petition Area of the potential odor or other nuisances caused by surrounding agricultural activities, does not apply to the proposed use because there will be no construction of residential units.

Condition No. 16, requiring Petitioner to provide drainage improvements, does not apply to the proposed use. The Project will be located outside of any floodplain or drainage areas.

Condition No. 17 requires Petitioner to cease construction if any archaeological resources are discovered on the property. Ho‘ohana will comply with this condition and coordinate with SHPD should any archaeological resources be found during construction of the proposed solar farm.

Condition No. 18, requiring Petitioner to obtain development plan approvals within five years from the date of the 1996 Order, has been fully met and therefore does not apply to the proposed use. *See* 2014 Status Report, at 7.

Condition No. 19, requiring Petitioner to convey lands to the State of Hawai‘i to provide for an agricultural park has been met. *See id.*

Condition No. 22, requiring Petitioner to provide annual status reports to the Commission, has been completed for the year 2014. *See id.*

Condition Nos. 24 and 25, requiring Petitioner to record the conditions imposed by the Commission with the Bureau of Conveyances. To date, these conditions have been fully met. Ho‘ohana will continue to comply with these conditions should the Commission impose any other conditions in Docket A92-683.

X. APPLICABLE STATUTES, ORDINANCES AND RULES

A. USE OF THE PETITION AREA AS A SOLAR FARM IS PERMITTED BY COUNTY LAW

The proposed solar farm development is permitted within the State Land Use Urban District because it is allowed under the existing zoning. HAR §15-15-24 provides:

Any and all uses permitted by the counties either by ordinance or rules may be allowed within this [the "U" Urban] district, subject to any conditions imposed by the commission pursuant to section 205-4(g), HRS.

HAR §15-15-24.

The City and County of Honolulu zoning designations of the Petition Area are: AG-1 (Restricted Agricultural), A-1 (Low-Density Apartment), B-1 (Neighborhood Business), I-1 (Limited Industrial), P-2 (General Preservation), and R-5 (Residential). See **Successor Petitioner's Exhibit 2B** (map of Petition Area with county zoning designations). The proposed solar farm is a "utility installation" as defined under the Honolulu Land Use Ordinance, Revised Ordinances of Honolulu, Chapter 21 ("LUO"). Under Sec. 21-10.1 of the LUO, a "utility installation" is defined as "uses or structures, including all facilities, devices, equipment, or transmission lines, used directly in the distribution of utility services, such as water, gas, electricity, telecommunications other than broadcasting antennas, and refuse collection other than facilities included under waste disposal and processing." Utility installations also include accessory uses and structures directly associated with the distribution of the utility service.

According to LUC Table 21-3 (Master Use Table), the 20 MW solar farm is a Type B utility installation. Type B utility installations are permitted uses in all zoning districts in Honolulu, including the AG-1 district. A Conditional Use Permit/minor (no public hearing required) is required for a Type B utility installation. See LUO Table 21-3 (Master Use Table), portion of which is enclosed as **Successor Petitioner's Exhibit 2D**. As such, the proposed solar farm is permitted under County law and therefore allowed within the SLU Urban District.

Ho'ohana has engaged Group 70 International to process the Conditional Use Permit/minor that is being concurrently prepared with this Motion.

B. SOLAR FARM IS CONSISTENT WITH THE HAWAII STATE PLAN AND DBEDT'S RENEWABLE ENERGY GOALS

i. The Hawai'i State Plan

H.R.S. section 205-16 provides that "No amendment to any land use district boundary *nor any other action by the land use commission* shall be adopted unless such amendment or

other action conforms to the Hawai'i state plan." The use of Parcel 52 as a solar farm is consistent with applicable goals, objectives and policies of the Hawai'i State Plan, H.R.S. Chapter 226 ("HSP").

The HSP is a comprehensive guide for the future long-range development of the State of Hawai'i. Among other things, the HSP's purposes are to identify the goals, objectives, policies, and priorities for the State of Hawai'i, provide a basis for allocating limited resources, and improve coordination between Federal, State and County agencies. The three themes underlying the HSP are: (1) individual and family self-sufficiency; (2) social and economic mobility; and (3) community or social well-being. See H.R.S. § 226-3.

The HSP also provides numerous State goals and specific objectives and policies to achieve those goals. The State goals include a strong, viable, stable and diverse economy, the development of physical environments that are beautiful, clean and unique, and that enhance the mental and physical well-being of the residents, and the physical, social, and economic well-being for the people of Hawai'i that nourishes a sense of community responsibility and participation. See H.R.S. § 226-4. The use of Parcel 52 as a solar farm will further the goals of the HSP. In particular, the proposed solar farm conforms to the following objectives and policies of the HSP:

ii. H.R.S. § 226-18: Objectives and Policies for Facility Systems – Energy

H.R.S. section 226-18 describes a number of objectives and policies energy facility systems.⁹ The Ho'ohana solar farm proposed for Parcel 52 will satisfy a number of these

⁹ H.R.S. section 226-18 provides: (a) *Planning for the State's facility systems with regard to energy shall be directed toward the achievement of the following objectives, giving due consideration to all:*
(a)(1) *Dependable, efficient, and economical statewide energy systems capable of supporting the needs of the people;*
(a)(2) *Increased energy self-sufficiency where the ratio of indigenous to imported energy use is increased;*
(a)(3) *Greater energy security and diversification in the face of threats to Hawaii's energy supplies and systems; and*
(a)(4) *Reduction, avoidance, or sequestration of greenhouse gas emissions from energy supply and use.*
(b) *To achieve the energy objectives, it shall be the policy of this State to ensure the short- and long-term provision of adequate, reasonably priced, and dependable energy services to accommodate demand.*
(c) *To further achieve the energy objectives, it shall be the policy of this State to:*
(c)(1) *Support research and development as well as promote the use of renewable energy sources;*
(c)(2) *Ensure that the combination of energy supplies and energy-saving systems is sufficient to support the demands of growth;*
(c)(3) *Base decisions of least-cost supply-side and demand-side energy resource options on a comparison of their total costs and benefits when a least-cost is determined by a reasonably comprehensive, quantitative, and qualitative*

objectives and policies, some of which include: (1) helping the state to obtain greater energy security and self-sufficiency by providing an independent and renewable source of energy; (2) reducing greenhouse gas emissions; (3) promoting the use of renewable energy sources; (4) ensuring that the combination of energy are sufficient to support the demands of growth; and (5) promoting a cost-effective method of energy.

iii. H.R.S. § 226-103(a) - Economic Priority Guidelines

The priority guideline set forth in H.R.S. section 226-103(a) is to stimulate economic growth and encourage business expansion and development to provide jobs and to achieve a stable and diversified economy. Although the solar farm Project will not be a significant job creator, it clearly supports the State's priority guidelines with respect to encouraging the development of clean industries.

HRS § 226-103(a)(8). Provide public incentives and encourage private initiative to develop and attract industries which promise long-term growth potentials and which have the following characteristics:

(A) An industry that can take advantage of Hawaii's unique location and available physical and human resources.

(B) A clean industry that would have minimal adverse effects on Hawaii's environment.

iii. H.R.S. § 226-103(f) – Energy Use and Development Guidelines

The proposed 20 MW solar farm on Parcel 52, which will provide enough renewable energy to power approximately 7,000 homes, the equivalent of removing approximately 8,100 cars from Hawai'i's roads every year, is also consistent with the State's priority guideline to

accounting of their long-term, direct and indirect economic, environmental, social, cultural, and public health costs and benefits;

(c)(4) Promote all cost-effective conservation of power and fuel supplies through measures, including:

(A) Development of cost-effective demand-side management programs;

(B) Education; and

(C) Adoption of energy-efficient practices and technologies;

(c)(5) Ensure, to the extent that new supply-side resources are needed, that the development or expansion of energy systems uses the least-cost energy supply option and maximizes efficient technologies;

(c)(8) Support actions that reduce, avoid, or sequester greenhouse gases in utility, transportation, and industrial sector applications;

(c)(10) Provide priority handling and processing for all state and county permits required for renewable energy projects.

encourage the development and commercialization of renewable energy sources.

HRS §226-103(f). Priority guidelines for energy use and development:

- (1) Encourage the development, demonstration, and commercialization of renewable energy sources.*
- (2) Initiate, maintain, and improve energy conservation programs aimed at reducing energy waste and increasing public awareness of the need to conserve energy.*
- (3) Provide incentives to encourage the use of energy conserving technology in residential, industrial, and other buildings.*
- (4) Encourage the development and use of energy conserving and cost-efficient transportation systems.*

2. DBEDT Policy

The State of Hawai'i Department of Business, Economic Development and Tourism Energy ("**DBEDT**") Energy Policy's goal is to maximize the development of cost effective investments in clean energy production to ensure the State's energy future. DBEDT's specific objectives are to (1) diversify the State's energy portfolio; (2) connect the islands through integrated, modernized grids; (3) balance technical, economic, environmental, and cultural considerations; (4) use Hawai'i's unique attributes to launch innovative renewable energy technology; and (5) allow the market to drive demand.

The Ho'ohana Project contributes to all five of DBEDT's objectives. First, the Project provides the State with another alternative to energy production that uses 100% clean, natural, and renewable energy and does not use fossil fuels or emit greenhouse gases. Second, the Project will help to stabilize electricity rates for O'ahu ratepayers. Third, the Project allows the State, and ultimately the public as a whole, to benefit from the private resources that will be invested in finding a cost-effective and long-term solution to Hawai'i's energy needs. Fourth, the Project provides yet another opportunity for the State to be a leader in renewable energy technology. Lastly, the Project contributes to the State's goals by providing the necessary private funding for such projects that are costly on the front end but that will ultimately save the State and the people of Hawai'i money in the long-run, help to preserve our natural resources, and give the State the foundation to become energy self-sufficient.

C. SOLAR FARM IS CONSISTENT WITH THE CENTRAL OAHU
SUSTAINABLE COMMUNITIES PLAN

The Project is located in Kunia, in the District of 'Ewa on the Island of O'ahu and is designated for residential, low-density apartment and agricultural uses by the Central O'ahu Sustainable Communities Plan ("COSCP"). See Successor Petitioner's Exhibit 2C (Central O'ahu Sustainable Communities Plan map). The intent of the COSCP is to provide for the orderly and coordinated public and private sector development of the communities in Central O'ahu. The Central O'ahu area has been designated as an urban fringe area, meant to absorb spillover demand from other urban fringe areas (i.e., East Honolulu, Windward, North Shore, and Wai'anae) to meet O'ahu's housing needs. Central O'ahu has more specifically been designated for development of a variety of housing types in master planned residential communities, as well as limited industrial and commercial activities to accommodate those residences. The COSCP anticipates that by the year 2025, over 11,000 new housing units will be built.

While the COSCP's main objective is to provide for the sustainable development of Central O'ahu, the COSCP emphasizes that the region grow moderately and that housing be developed as needed. The interim use of Parcel 52 as a solar farm is consistent with the COSCP's goal of moderate development and providing the supply of residential homes when it is actually needed. In the meantime, the solar farm allows a use of the land that is beneficial to the community and the State, and does not leave the land idle.

The COSCP also aspires to have an open space network. Throughout the COSCP, the term "sustainable" is consistently emphasized. The Project is a low-impact, environmentally friendly use of Parcel 52 that would allow for some open space to be preserved in Central O'ahu. The solar farm will also provide the Central O'ahu region and the State with energy that is both green and *sustainable*. Other goals of the COSCP include preserving natural resources and prime agricultural lands. In the long-run, the Project will contribute to those objectives because the Project will not use any fossil fuels and will not generate any greenhouse gases.

D. SOLAR FARM IS CONSISTENT WITH "A NEW DAY IN HAWAII"

The State of Hawai'i has issued a comprehensive plan to invest in education and rebuilding of Hawai'i's economy to sustain Hawai'i for future generations and to restore public confidence (entitled *A New Day In Hawai'i*, hereinafter referred to as the "**Plan**"). The Plan

describes ten areas of focus with supporting principles and action strategies. Among those focus areas the proposed Ho‘ohana Solar Project fulfills the areas of economy, education, energy, environment and natural resources, and technology and innovation. Ho‘ohana has sought a proposal from a Department of Education-approved entity that provides teacher training for STEM programs (science, technology, engineering, and math) in the area of renewable energy. Ho‘ohana may support the implementation of this program in schools in the Waipahu area.

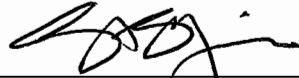
The 20 MW solar Project supports the State's economic goals of energy self-sufficiency and self-reliance by creating affordable and environmentally sustainable renewable energy using one of the State's most abundant resources. "Hawaii's most important economic enterprise right now is to pursue energy independence." Plan, at 18. The solar farm will also help to achieve the State's goal of supporting high-tech companies. *Id.* at 20. By supplying solar power to HECO, the solar farm is consistent with the principle of aligning the success of HECO with Hawai'i's clean energy goals. *Id.* at 19.

XI. SUMMARY AND CONCLUSION

For the reasons mentioned above, Ho‘ohana believes that that Commission has good cause to modify the 1996 Order in Docket No. A92-683 to expressly allow Ho‘ohana to develop the utility-scale solar farm on Parcel 52 as an interim use of the land for an operational period not to exceed 30 years.

Based on the foregoing, H.A.R. sections 15-15-70, 15-15-94, evidence and testimony to be provided at the hearing on this Motion, and the records and files in this Docket, successor Petitioner HO‘OHANA SOLAR 1, LLC, respectfully requests that the Commission grant the Motion and: (1) recognize HO‘OHANA SOLAR 1, LLC as the Successor Petitioner to Parcel 52, with standing to seek and obtain the relief requested herein; (2) issue an order modifying the Commission's *Amended Findings of Fact, Conclusions of Law, and Decision and Order* dated October 1, 1996, as amended by the Commission's October 7, 2013 *First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order* filed on October 1, 1996, to expressly authorize the proposed 30-year interim use of Parcel 52 for solar farm development; and (3) delete Condition No. 21 of the 1996 Order, as amended by the 2013 Order, requiring the Commission's prior approval to change any ownership interest in the Petition Area, because it has been fully satisfied, or, in the alternative, pursuant to the requirements of

Condition No. 21, approve the proposed lease of Parcel 52 by the landowner ROBINSON KUNIA LAND LLC to Successor Petitioner HO'OHANA SOLAR 1, LLC to allow the solar farm development.



STEVEN S.C. LIM
JENNIFER A. BENCK
PUANANIONAONA P. THOENE

Attorneys for Successor Petitioner to Parcel 52
HO'OHANA SOLAR 1, LLC

Dated: Honolulu, Hawai'i, August 11, 2014

**BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII**

In the Matter of the Petition of

DOCKET NO. A92-683

**HALEKUA DEVELOPMENT
CORPORATION, a Hawai'i corporation**

To Amend the Agricultural Land Use District
Boundary into the Urban Land Use District for
Approximately 503.886 Acres at Waikele and
Ho'ae'ae, 'Ewa, O'ahu, City and County of
Honolulu, State of Hawai'i, Tax Map Key No.
9-4-02: 1, portion of 52, 70 and 71

VERIFICATION

STATE OF HAWAII

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ss.

CITY AND COUNTY OF HONOLULU

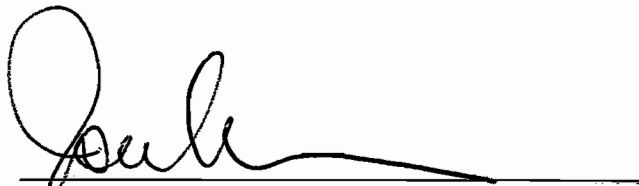
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JON WALLENSTROM, being first sworn on oath, deposes and says that:

1. I am the President of Forest City Hawaii.
2. I have read the Motion For Order Amending Findings of Fact, Conclusions of Law and Decision and Order Dated October 1, 1996, as amended by the Commission's October 7, 2013 *First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order filed on October 1, 1996*, know the contents thereof, and that the contents therein contained are true to the best of my knowledge, information and belief.
3. I have personal knowledge of the matters set forth in the foregoing Motion and am qualified and competent to make this verification.
4. I make this verification under Hawaii Administrative Rules, § 15-15-39.

Further affiant sayeth naught.

DATED: August 7, 2014


JON WALLENSTROM
President, Forest City Hawaii Residential, Inc.

The attached document: Verification of Jon
Wallenstrom which consists of 268 pages (including
this page), was executed by Jon Wallenstrom
who was subscribed and sworn to before me this 7 th
day of August, 2014, in the First Judicial Circuit
of the State of Hawai'i.



[Notary Signature]

Printed

Name:

Olivia Federico

My commission expires: December 23, 2015



BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of

**HALEKUA DEVELOPMENT
CORPORATION, a Hawai'i corporation**

DOCKET NO. A92-683

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Honolulu, State of Hawai'i, Tax Map Key No.
9-4-02: 1, portion of 52, 70 and 71

AFFIDAVIT OF STEVEN S.C. LIM

STATE OF HAWAII)

)

ss.

CITY AND COUNTY OF HONOLULU)

STEVEN S.C. LIM, being first sworn on oath, deposes and says that:

1. I am a partner in the firm of Carlsmith Ball LLP, located at 1001 Bishop Street, Suite 2100, American Savings Tower, Honolulu, Hawai'i, 96813, am duly admitted to practice law in the State of Hawai'i and am one of the attorneys for Successor Petitioner HO'OHANA SOLAR 1, LLC in the above-referenced Docket.

2. I have personal knowledge of the matters set forth herein and am qualified and competent to make this affidavit.

3. Attached hereto as Successor Petitioner's Exhibit 1 are true and correct copies of a map showing Parcel 52 and the Petition Area, TMK Nos. (1) 9-4-002:001 (por.) 052, 070, 071, 078, and 079, superimposed over the current tax map, and a GIS map showing the existing development southeast and adjacent to the Petition Area.

4. Attached hereto as Successor Petitioner's Exhibit 2A is a true and correct copy of a graphic showing the SLU District classifications of the Petition Area and surrounding properties.

5. Attached hereto as Successor Petitioner's Exhibit 2B is a true and correct copy of a map of the Petition Area with an Overlay of the current zoning.

6. Attached hereto as Successor Petitioner's Exhibit 2C is a true and correct copy of a map of the regions covered by the Central O'ahu Sustainable Communities Plan.

7. Attached hereto as Successor Petitioner's Exhibit 2D is a true and correct copy of relevant portions of the Honolulu City and County Land Use Ordinances Master Use Table 21-3.

8. Attached hereto as Successor Petitioner's Exhibit 3 is a true and correct copy of the excerpts from the 1996 Order, Docket No. A92-683.

9. Attached hereto as Successor Petitioner's Exhibit 4 is a true and correct copy of the Development Plan and Final Environmental Assessment for Royal Kunia, Phase II, Increment 3, dated May 1996.

10. Attached hereto as Successor Petitioner's Exhibit 5 is a true and correct copy of the August 2, 2012 Memorandum of Option Agreement recorded as Document No. A-46960924.

11. Attached hereto as Successor Petitioner's Exhibit 6 is a true and correct copy of a fact sheet detailing the Ho'ohana team's experience in renewable energy development.

12. Attached hereto as Successor Petitioner's Exhibit 7 is a true and correct copy of Robinson Kunia Land LLC's consent to Ho'ohana's Motion to Amend.

13. Attached hereto as Successor Petitioner's Exhibit 8 is a true and correct copy of a graphic explaining the Ho'ohana Solar Project's connection to the HECO electric grid vs. residential interconnection the grid.

14. Attached hereto as Successor Petitioner's Exhibit 9 is a true and correct copy of the Electrical Site Plan showing the location of the Solar Array Field and Project elements on Parcel 52.

15. Attached hereto as Successor Petitioner's Exhibit 10 is a true and correct copy of a photograph of the PV modules.

16. Attached hereto as Successor Petitioner's Exhibit 11 are true and correct copies of schematics of the PV modules racking and tracker systems, and the Project's substations, inverters, concrete pads, and fencing.

17. Attached hereto as Successor Petitioner's Exhibit 12 is a true and correct copy of the Archaeological Inventory Survey for Parcel 52 and Plantation Road.

18. Attached hereto as Successor Petitioner's Exhibit 13A is a true and correct copy of a letter from Senator Mike Gabbard in support of the Ho'ohana Solar Project.

19. Attached hereto as Successor Petitioner's Exhibit 13B is a true and correct copy of

a letter from Blue Planet Hawai'i in support of the Ho'ohana Solar Project.

20. Attached hereto as Successor Petitioner's Exhibit 13C is a true and correct copy of a letter from the Royal Kunia Country Club in support of the Ho'ohana Solar Project.

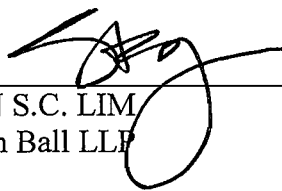
21. Attached hereto as Successor Petitioner's Exhibit 14 are true and correct copies of photos depicting a view study of the Ho'ohana Project from surrounding neighborhoods.

22. Attached hereto as Successor Petitioner's Exhibit 15 are true and correct copies of the title reports prepared by Title Guaranty of Hawai'i dated April 30, 2014 and May 2, 2014.

23. Attached hereto as Successor Petitioner's Exhibit 16 is a true and correct copy of the Letter from Steven S.C. Lim, Carlsmith Ball LLP, to Daniel Orodener, Executive Officer, Land Use Commission, State of Hawai'i, dated July 31, 2014.

24. I make this affidavit under Hawaii Administrative Rules, § 15-15-70(c).
Further affiant sayeth naught.

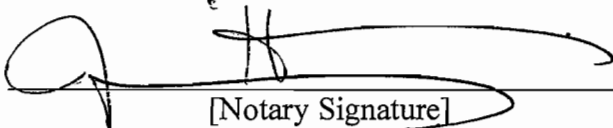
DATED: August 11, 2014



STEVEN S.C. LIM
Carlsmith Ball LLP

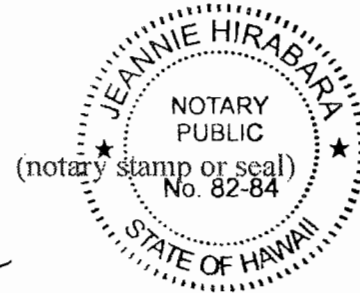
Attorneys for Successor Petitioner to Parcel 52
HO'OHANA SOLAR 1, LLC

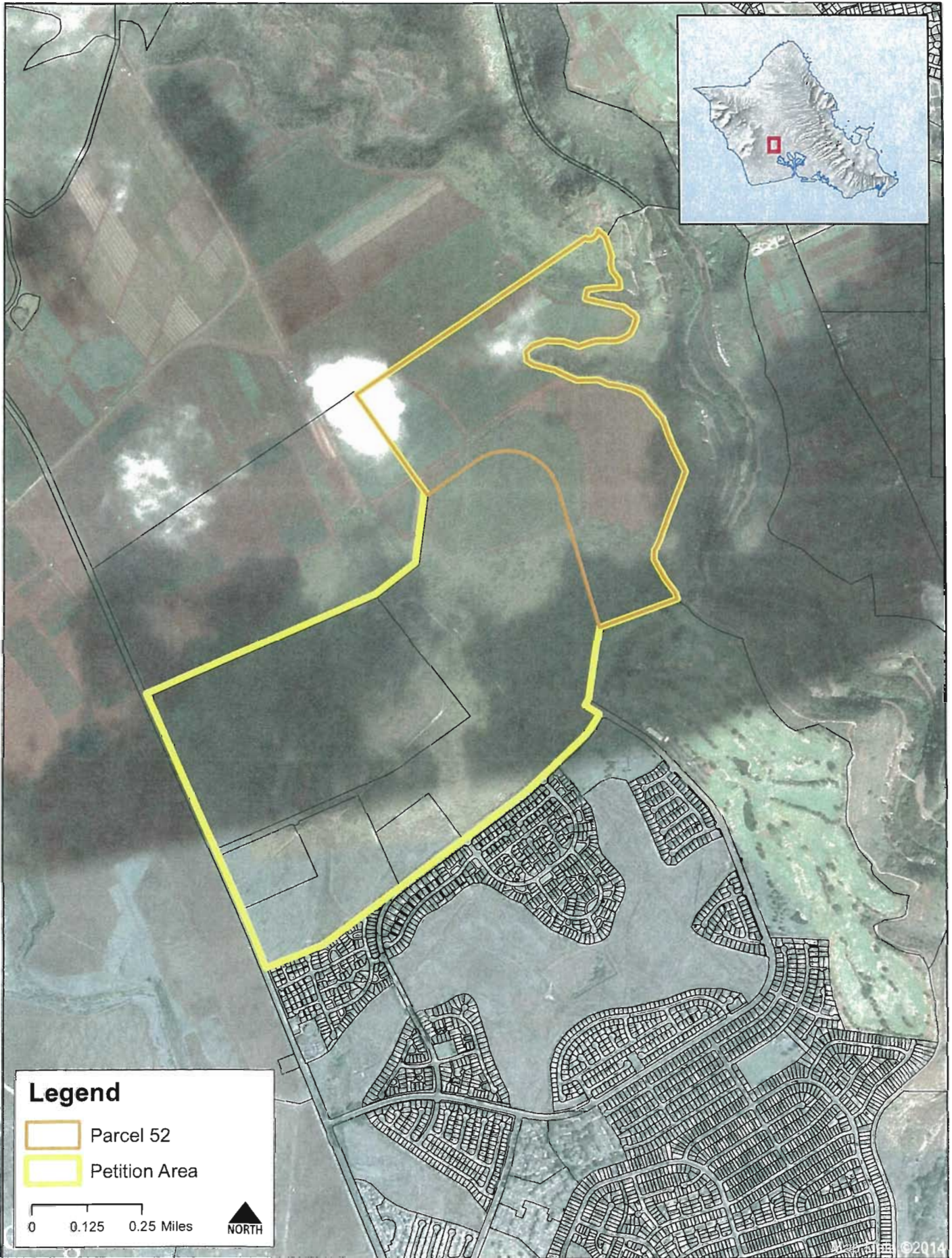
The attached Affidavit of Steven S.C. Lim which consists of 268 pages (including this page), was executed by Steven S.C. Lim, who was subscribed and sworn to before me this 11th day of August, 2014, in the First Judicial Circuit of the State of Hawai'i.


[Notary Signature]

Printed Name: Jeannie Hirabara

My commission expires: 2/7/18





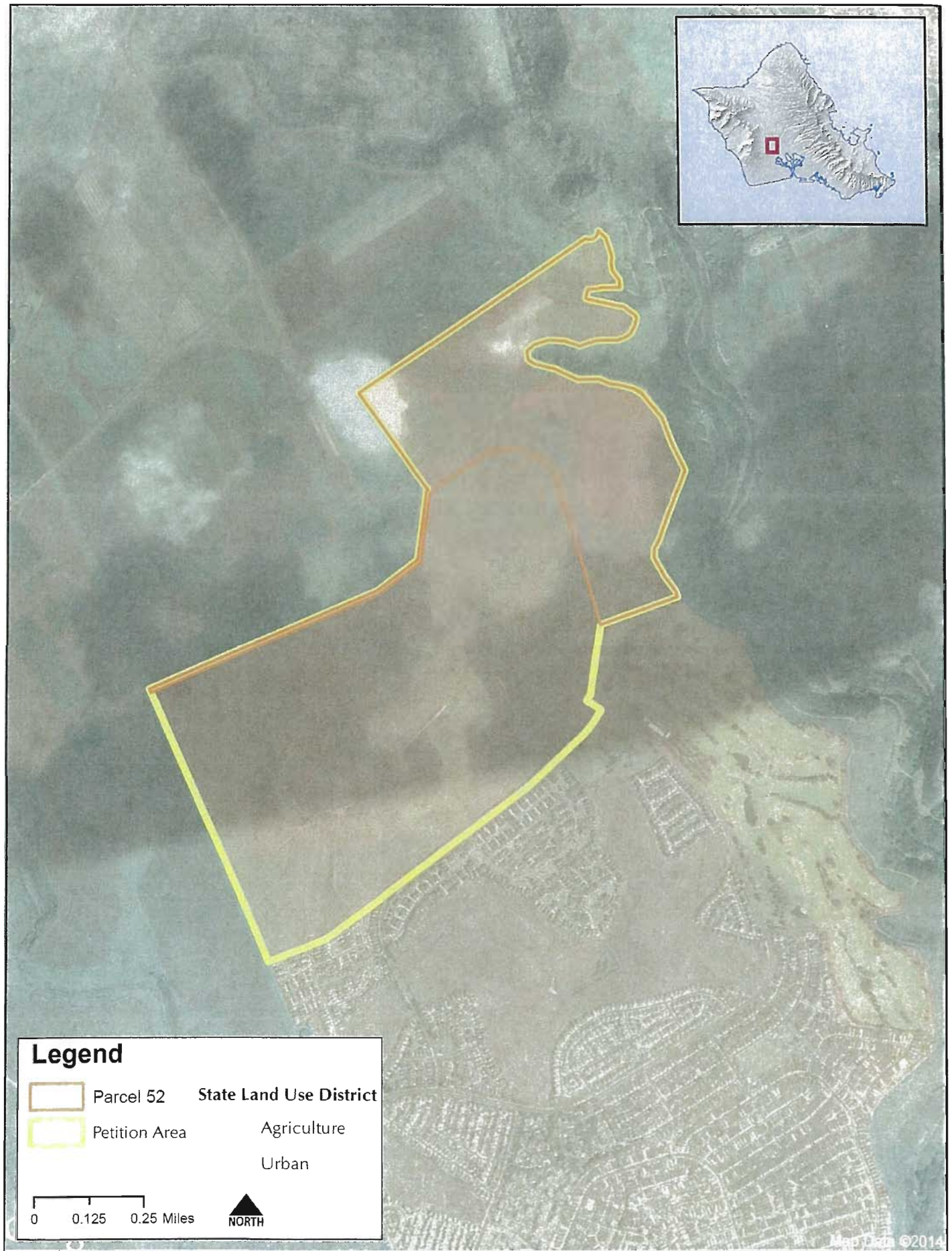
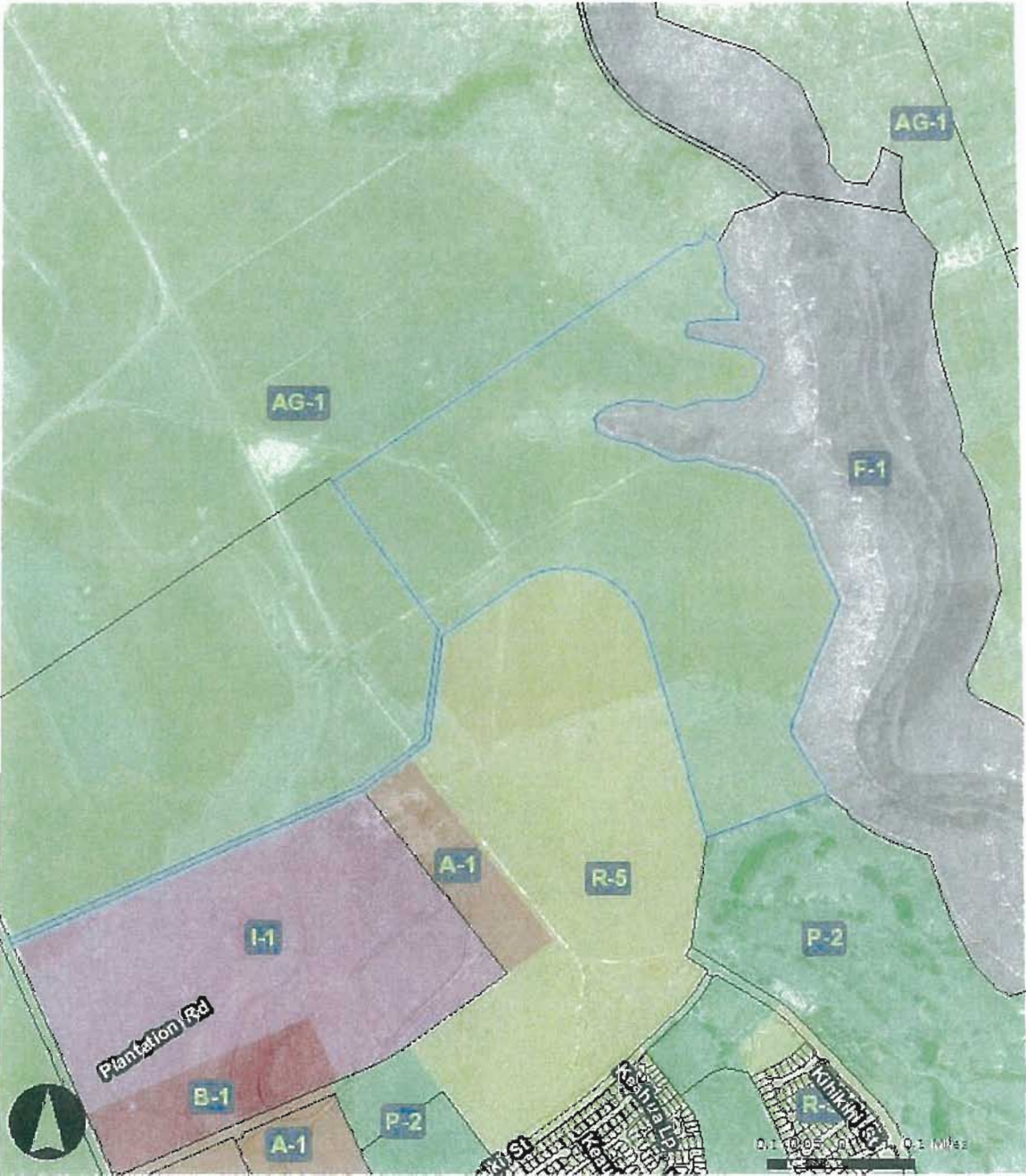


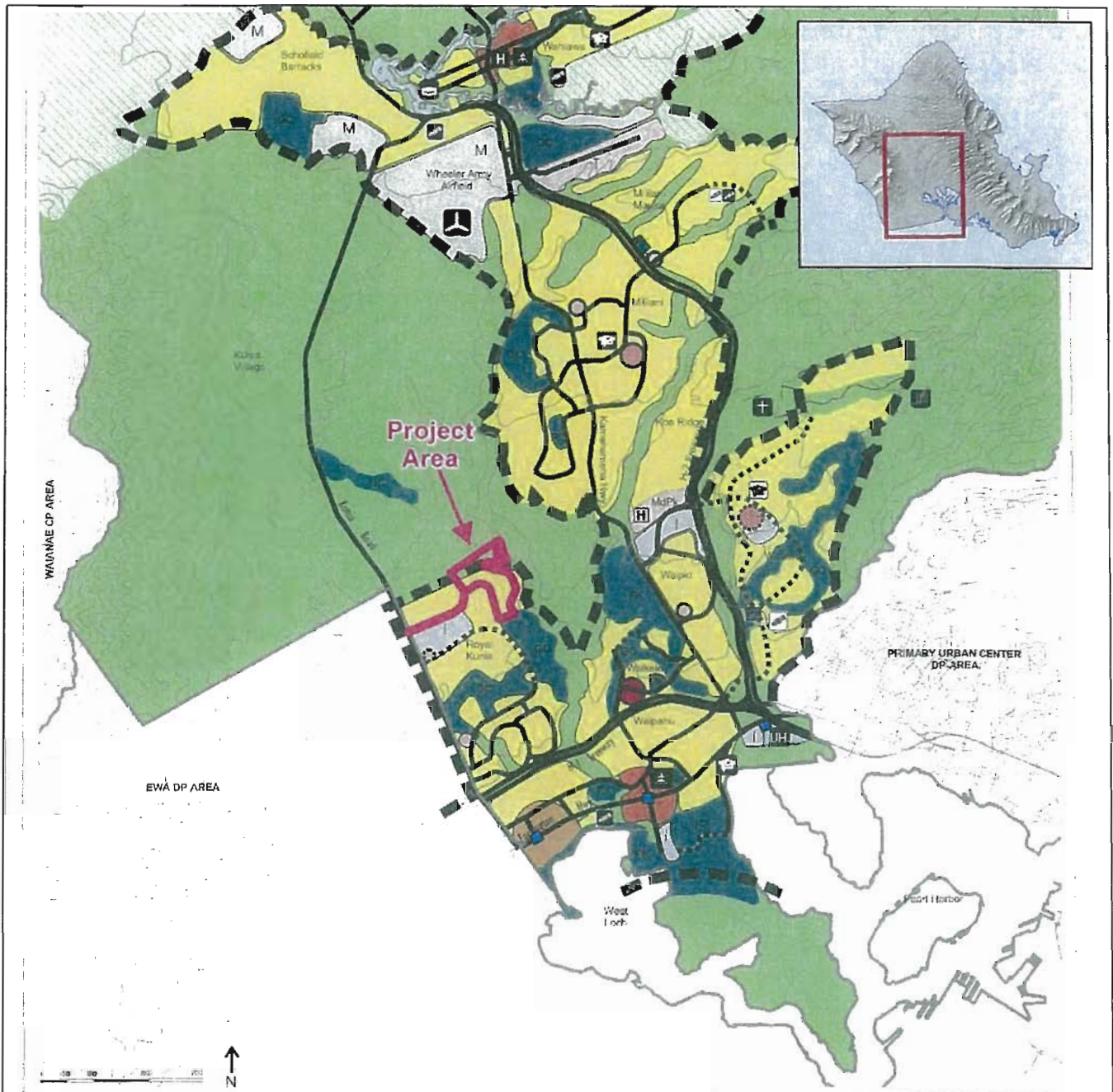
Exhibit 2A



| | |
|--------------------------|--|
| Tax Parcel | |
| <input type="checkbox"/> | |
| Tax Parcel | |
| <input type="checkbox"/> | |
| Map Title | Notes: Notes |
| Author: Your Name | Powered by ArcGIS Server 10 |
| Date: 3/13/2014 | © City & County of Honolulu, All Rights Reserved, 2014 |
| | Note: Data represented on this map is not intended to replace site survey. |

Copyright
Main Map
Building Footprints (NGA 2009): National Geospatial-Intelligence Agency

Exhibit 2B



CENTRAL OAHU SUSTAINABLE COMMUNITIES PLAN

Map A2: Urban Land Use



Department of Planning and Permitting
City and County of Honolulu
December 2002

- Residential and Low Density Apartment
- Medium Density Residential/Community Mixed Use
- Regional Town Center
- Technology Park
- Medical Park
- Industrial
- Military
- Parks and Golf Courses
- Agriculture and Preservation Areas
- Military Training Area
- Institutional

- Urban Community Boundary
- Veterans
- Community Center
- Major Community Center
- Regional Community Center
- Highway Arterial & Major Collector Streets
- Transit Nodes (Medium Density Residential Center)
- Intermediate School
- High School

- | EXISTING | FUTURE |
|----------|--------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

**TABLE 21-3
MASTER USE TABLE**

In the event of any conflict between the text of this Chapter and the following table, the text of the Chapter shall control. The following table is not intended to cover the Waikiki Special District; please refer to Table 21-9.6(A).

| | | | |
|------------|-----|---|---|
| KEY | Ac | = | Special accessory use subject to standards in Article 5 |
| | Cm | = | Conditional Use Permit-minor subject to standards in Article 5; no public hearing required (see Article 2 for exceptions) |
| | C | = | Conditional Use Permit-major subject to standards in Article 5; public hearing required |
| | P | = | Permitted Use |
| | P/c | = | Permitted use subject to standards in Article 5 |
| | PRU | = | Plan Review Use |

| USES (Note: Certain uses are defined in Article 10.) | ZONING DISTRICTS | | | | | | | | | | | | | | | | | | | | | |
|--|------------------|----------|----------|----------|------------|-------------------|-----|-----|-----|------------------|------------------|------------------|--------|---------|-----|-------|-------|-----|-----|-----|----------------|---|
| | P-2 | AG-1 | AG-2 | Country | R-20, R-10 | R-7.5, R-5, R-3.5 | A-1 | A-2 | A-3 | AMX-1 | AMX-2 | AMX-3 | Resort | B-1 | B-2 | BMX-3 | BMX-4 | I-1 | I-2 | I-3 | IMX-1 | |
| Schools, vocational, which do not involve the operation of woodwork shops, machine shops or other similar features | | | | | | | | | | | | | | P | P | P | P | | | | P | |
| Theaters | | | | | | | | | | | | | | P | P | P | P | | | | P ^a | |
| Universities, colleges | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | |
| TRANSPORTATION AND PARKING | | | | | | | | | | | | | | | | | | | | | | |
| Airports | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | PRU | |
| Automobile service stations | | | | | | | | | | | | | | Cm P | P | P | P | P | P | | P | |
| Car washing, mechanized | | | | | | | | | | | | | | P/c | P/c | P/c | P/c | P/c | P/c | | P/c | |
| Commercial parking lots and garages | | | | | | | | | | P/c ¹ | P/c ¹ | P/c ¹ | P | P | P | P | P | P | P | | P | |
| Heliports | | | | | | | | | | | | | | | | | | | P | | | |
| Helistops | | C | C | | | | | | | | | | C | | C | C | C | C | P | P | C | |
| Joint use of parking facilities | | | | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | |
| Off-site parking facilities | | | | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | |
| Truck terminals | | | | | | | | | | | | | | | | | | | P | P | | |
| UTILITIES AND COMMUNICATIONS | | | | | | | | | | | | | | | | | | | | | | |
| Antennas, broadcasting | Cm | Cm | Cm | | | | | | | | | | | | | | | | C | C | C | C |
| Antennas, receive-only | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | Ac | |
| Broadcasting stations | | | | | | | | | | | | | P | | P | P | P | P | P | P | P | |
| Utility installations, Type A | P/c | P/c | P/c | P | P | P | P | P/c | P/c | P | P/c | P/c | P/c | P/c | P/c | P/c | P/c | P/c | P/c | P/c | P/c | |
| Utility installations, Type B | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | |
| Wind machines | | Cm Ac | Cm Ac | Cm Ac | Cm | Cm | | | | | | | | Cm | Cm | | | Cm | Cm | | Cm | |
| MISCELLANEOUS | | | | | | | | | | | | | | | | | | | | | | |
| Historic structures, use of | Cm | Cm | Cm | C | C | C | C | C | C | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | |
| Joint development | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | Cm | |

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

| | | |
|-------------------------------------|---|-----------------------|
| In the Matter of the Petition of |) | DOCKET NO. A92-683 |
| HALEKUA DEVELOPMENT CORPORATION, |) | |
| a Hawai'i corporation |) | AMENDED FINDINGS OF |
| |) | FACT, CONCLUSIONS OF |
| To Amend the Agricultural Land Use |) | LAW, AND DECISION AND |
| District Boundary into the Urban |) | ORDER |
| Land Use District for Approximately |) | |
| 503.886 Acres of Land at Waikele |) | |
| and Ho'ae'ae, 'Ewa, O'ahu, City and |) | |
| County of Honolulu, Hawai'i, Tax |) | |
| Map Key No. 9-4-02: 1, portion of |) | |
| 52, 70, and 71 |) | |

AMENDED FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND DECISION AND ORDER

LAND USE COMMISSION
STATE OF HAWAII
OCT 1 8 38 AM '96

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAI'I

| | | |
|-------------------------------------|---|-----------------------|
| In the Matter of the Petition of |) | DOCKET NO. A92-683 |
| HALEKUA DEVELOPMENT CORPORATION, |) | |
| a Hawai'i corporation |) | AMENDED FINDINGS OF |
| |) | FACT, CONCLUSIONS OF |
| To Amend the Agricultural Land Use |) | LAW, AND DECISION AND |
| District Boundary into the Urban |) | ORDER |
| Land Use District for Approximately |) | |
| 503.886 Acres of Land at Waikele |) | |
| and Ho'ae'ae, 'Ewa, O'ahu, City and |) | |
| County of Honolulu, Hawai'i, Tax |) | |
| Map Key No. 9-4-02: 1, portion of |) | |
| 52, 70, and 71 |) | |

AMENDED FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND DECISION AND ORDER

Halekua Development Corporation, a Hawai'i corporation ("Petitioner"), filed a Petition for Land Use District Boundary Amendment on August 14, 1992, pursuant to chapter 205, Hawai'i Revised Statutes ("HRS"), and chapter 15-15, Hawai'i Administrative Rules ("HAR"), to amend the State land use district boundary by reclassifying approximately 504.865 acres of land situated at Waikele and Ho'ae'ae, 'Ewa, O'ahu, City and County of Honolulu, Hawai'i, identified as Tax Map Key No. 9-4-02: portion of 1 and portion of 52 ("Property" or "Petition Area"), from the State Land Use Agricultural District to the State Land Use Urban District.

The Land Use Commission of the State of Hawai'i ("Commission"), having reviewed and examined the testimony, evidence, and argument of the parties presented during the hearings; the Stipulated Proposed Findings of Fact, Conclusions

244. In compliance with economic uses objectives, the Project, especially the industrial area, will stimulate the regional, County, and State economies.

245. In compliance with coastal hazards objectives, the Project is not subject to inundation by coastal storm waves or tsunamis due to its inland location. A revised drainage master plan based on the revised plan for the Project will be submitted to the Department of Public Works.

RULING ON PROPOSED FINDINGS OF FACT

Any of the proposed findings of fact submitted by Petitioner and the other parties not already ruled upon by the Commission by adoption herein, or rejected by clearly contrary findings of fact herein, are hereby denied and rejected.

Any conclusion of law herein improperly designated as a finding of fact shall be deemed or construed as a conclusion of law; any finding of fact herein improperly designated as a conclusion of law shall be deemed or construed as a finding of fact.

CONCLUSIONS OF LAW

Pursuant to chapter 205, HRS, and the Hawai'i Land Use Commission Rules under chapter 15-15, HAR, and upon consideration of the Land Use Commission decision-making criteria under section 205-17, HRS, this Commission finds upon a clear preponderance of the evidence that the reclassification of the Property, consisting of approximately 503.886 acres of land located at Waikele and Ho'ae'ae, 'Ewa, O'ahu, City and County of Honolulu, Hawai'i, identified as Tax Map Key No. 9-4-02: 1, portion of 52,

70, and 71, from the State Land Use Agricultural District to the State Land Use Urban District, subject to the conditions hereinafter stated in the Order, is reasonable, conforms to the standards for establishing the urban district boundaries, is non-violative of section 205-2, HRS, and is consistent with the Hawai'i State Plan as set forth in chapter 226, HRS.

ORDER

IT IS HEREBY ORDERED that the Property, being the subject of this Docket No. A92-683 by Petitioner Halekua Development Corporation, a Hawai'i corporation, consisting of approximately 503.886 acres of land located at Waikele and Ho'ae'ae, 'Ewa, O'ahu, City and County of Honolulu, Hawai'i, identified as Tax Map Key No.: 9-4-02: 1, portion of 52, 70 and 71, and approximately identified on Exhibit "A" attached hereto and incorporated by reference herein, is hereby reclassified from the State Land Use Agricultural District into the State Land Use Urban District, and that the State land use district boundaries are amended accordingly, subject to the following conditions:

1. Petitioner shall provide affordable housing opportunities for low to moderate income residents of the State of Hawai'i to the satisfaction of the City and County of Honolulu. The location and distribution of the affordable housing and other provisions for affordable housing shall be under such terms as are mutually agreeable to the Petitioner and the City and County of Honolulu.

2. Petitioner shall fund, design, and construct the local and regional transportation improvements necessitated by

the proposed development, on a pro rata basis, and as determined and approved by the State Department of Transportation and the City and County of Honolulu, Department of Transportation Services, including without limitation the dedication of any rights-of-way to the State or County. Petitioner shall also be required to provide the following:

- A. All of the other improvements needed (which will not be provided by the Village Park and Royal Kunia, Phase I projects) to make Kunia Road a 4-lane highway with auxiliary lanes for both left and right turning movements (between Kunia Interchange and the northernmost boundary of Royal Kunia, Phase II) and a third northbound lane between Kunia Interchange and the north Kupuna Loop intersection.
- B. A report that analyzes the impact of the proposed Phase II project's traffic on the Kunia Interchange and evaluate alternatives that will mitigate the impacts.
- C. Plans for construction work within the State highway right-of-way must be submitted to DOT, Highways Division for review and approval.

Agreement by the State Department of Transportation on the level of funding and participation shall be obtained prior to the Petitioner applying for county zoning.

3. Petitioner, at no cost to the State, shall appoint a permanent transportation manager whose function is the formulation, use, and continuation of alternative transportation opportunities that would optimize the use of existing and proposed transportation systems. In the alternative, Petitioner may participate in a regional program for transportation management with other developers and/or landowners. This program shall address the transportation opportunities that would

optimize the use of existing and proposed transportation systems. Either option will continue to be in effect unless otherwise directed by the State Department of Transportation. The program for either option shall be reviewed and approved by the State Department of Transportation prior to implementation. The transportation manager or Petitioner shall conduct a yearly evaluation of the program's effectiveness and shall make a written report of its evaluation available to the State Department of Transportation for program review and modification, if necessary.

4. Petitioner shall monitor the traffic attributable to the proposed Project at on-site and off-site locations and shall undertake subsequent mitigative measures that may be deemed to be required by Petitioner, the State Department of Transportation, or the City and County of Honolulu. The mitigative measures shall be coordinated with and approved by the State Department of Transportation and the City and County of Honolulu.

5. Petitioner shall cooperate with the State Department of Health and the City and County of Honolulu Department of Public Works to conform to the program goals and objectives of the Integrated Solid Waste Management Act, Chapter 342G, Hawai'i Revised Statutes, in accordance with a schedule satisfactory to the Department of Health and the City and County of Honolulu.

6. Petitioner shall contribute to the development, funding, and/or construction of school facilities on a pro rata

basis as a result of the development on the Property, as determined by and to the satisfaction of the Department of Education (DOE). Agreement by DOE on the level of funding and participation shall be obtained prior to Petitioner applying for county zoning.

7. Petitioner shall coordinate with the Honolulu Board of Water Supply and the Department of Land and Natural Resources to obtain the required water for the project. In the event that water is not available from existing sources due to insufficient supply, Petitioner shall fund and develop the necessary water source, storage, and transmission systems and facilities.

8. Petitioner shall participate, on a pro rata basis, in the funding for construction and installation of appropriate civil defense measures as determined by State and City civil defense agencies.

9. Petitioner shall erect a chain link fence along the eastern boundary of the Property that is common with the Waikale Branch of Naval Magazine, Lualualei.

10. Petitioner shall clear and maintain the land situated within 20 feet of the eastern boundary of the Property, free of trees and vegetation taller than eight inches high.

11. Petitioner shall coordinate with the State Department of Health and the City and County of Honolulu to establish appropriate systems to contain spills and prevent materials, such as petroleum products, chemicals, solvents or other pollutants from leaching into the storm drainage system and adversely affecting the groundwater and coastal waters.

12. Petitioner shall participate in the funding and construction of adequate wastewater treatment, transmission and disposal facilities, on a pro rata basis, as determined by the State Department of Health and the City and County Department of Public Works.

13. Petitioner shall implement effective soil erosion and dust control measures both during and after construction to the satisfaction of the State Department of Health.

14. Petitioner shall participate in an air quality monitoring program as specified by the State Department of Health.

15. Petitioner shall provide notification to all owners and occupants of the Property of the potential odor, noise, and dust pollution resulting from surrounding Agricultural District lands, and that the Hawai'i Right-to-Farm Act, Chapter 165, Hawai'i Revised Statutes, limits the circumstances under which pre-existing farming activities may be deemed a nuisance.

16. Petitioner shall provide drainage improvements for the subject project and shall coordinate off-site improvements with adjoining landowners and developers, and/or other Federal, State, and City agencies.

17. Should any archaeological resources such as artifacts, shell, bone or charcoal deposits, human burials, or rock or coral alignments, paving or walls of historic or prehistoric significance be encountered during the development of the Property, Petitioner shall immediately stop work on the

impacted area and contact the Historic Preservation Division of the State of Hawai'i Department of Land and Natural Resources.

18. Petitioner shall obtain Development Plan approvals from the City and County of Honolulu within five (5) years from the date of this Order.

19. Petitioner shall convey the agricultural park to the State of Hawai'i, and provide off-site infrastructure to the agricultural park, pursuant to the terms of the Memorandum of Understanding dated March 30, 1993 entered into by Petitioner and the Department of Agriculture.

20. Petitioner shall develop the Property in substantial compliance with the representations made to the Commission. Petitioner's or its successor's failure to so develop the Property may result in reversion of the Property to its former classification, or change to a more appropriate classification.

21. In reliance upon Petitioner's representation that it will develop the Project on his own and in its entirety, the Petitioner shall obtain the prior approval from the Land Use Commission before it can sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property or Project covered by the approved Petition.

Petitioner shall request the prior approval from the Land Use Commission to alter the ownership interest in the Property or Project by filing a motion to request approval to alter ownership interest and supporting affidavits that will provide relevant information, including without limitation

(1) the name(s) and address(es) of the prospective owner(s) or real party(ies) in interest; (2) the reason for the alteration of ownership interest; (3) any information related to any proposed change in the representations made by Petitioner to the Commission and in its Petition filed pursuant to section 15-15-50, Hawai'i Administrative Rules, including without limitation any information pertaining to the financial capabilities of the prospective owner(s) to proceed with the Project as set forth in section 15-15-50(8); and, (4) a written acknowledgement and affirmation of the prospective owner(s) that the prospective owner(s) shall comply with all of the conditions in this Order.

22. Petitioner shall promptly provide without any prior notice, annual reports to the Land Use Commission, the Office of Planning, and the City and County of Honolulu Planning Department in connection with the status of the Project and Petitioner's progress in complying with the conditions imposed. The annual reports shall summarize: (1) Petitioner's progress in complying with the conditions imposed; and (2) changes to the Project as represented to the Land Use Commission. The annual report shall also include a written statement from each state and county agency affected by these conditions that Petitioner's representations in the annual report related to the respective state or county agency being affected is true and accurate.

23. The Land Commission may fully or partially release these conditions as to all or any portions of the Property upon

timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner.

Adequate assurance of satisfaction may be evidenced by execution of a certificate of satisfaction in recordable form stating that such condition has been satisfied, in whole or in part. The Office of Planning will certify for itself and all state departments and agencies, and the City and County of Honolulu Planning Department will certify for itself and all county departments and agencies. Any other party to the boundary amendment proceeding may be asked to indicate whether they concur in the certification of satisfaction.

24. Within 7 days of the issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall (1) record with the Bureau of Conveyances a statement to the effect that the Property is subject to conditions imposed by the Land Use Commission in the reclassification of the Property; and (2) shall file a copy of such recorded statement with the Commission.

25. Petitioner shall record the conditions imposed by the Commission with the Bureau of Conveyances pursuant to Section 15-15-92, Hawai'i Administrative Rules.

DOCKET NO. A92-683 - HALEKUA DEVELOPMENT CORPORATION

Done at Honolulu, Hawaii, this 1st day of October 1996,
per motion on September 12, 1996.

LAND USE COMMISSION
STATE OF HAWAII

By (absent)
TRUDY K. SENDA
Chairperson and Commissioner

By Rupert K. Chun
RUPERT K. CHUN
Vice Chairperson and Commissioner

By Lawrence N.C. Ing
LAWRENCE N.C. ING
Commissioner

By M. Casey Jarman
M. CASEY JARMAN
Commissioner

By (absent)
HERBERT S.K. KAOPUA, SR.
Commissioner

By Lloyd F. Kawakami
LLOYD F. KAWAKAMI
Commissioner

By M. Kelai
MERLE A. K. KELAI
Commissioner

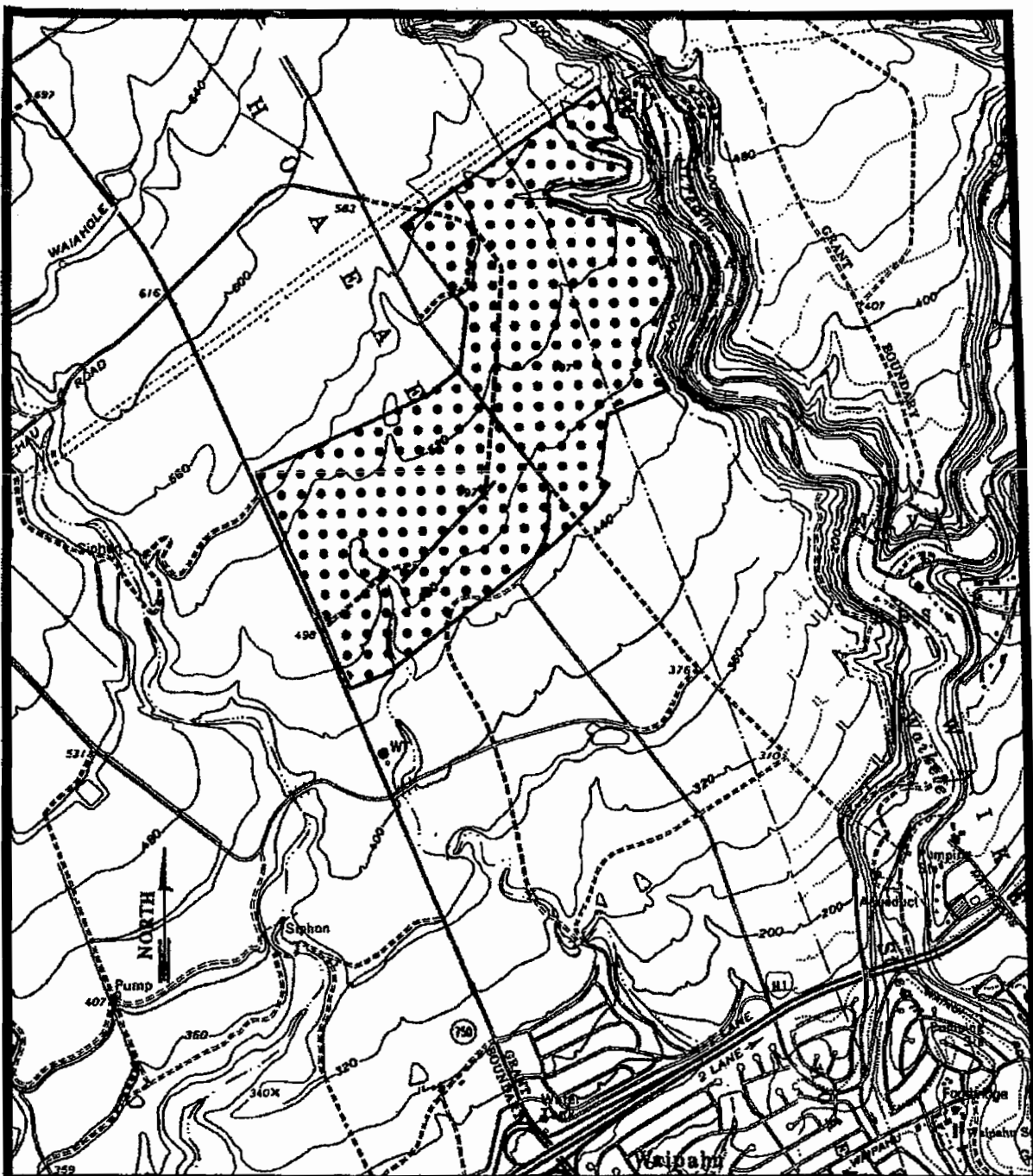
Filed and effective on
October 1, 1996

Certified by:

Edward L. ...
Executive Officer

By (absent)
EUSEBIO LAPENIA, JR.
Commissioner

By Joann N. Mattson
JOANN N. MATTSON
Commissioner



DOCKET NO. A92 - 683 / HALEKUA DEVELOPMENT CORPORATION, a Hawai'i Corporation

LOCATION MAP

TAX MAP KEY: 9-4-02: 1, por. 52, 70, & 71

WAIKELE-HO'AE'AE, 'EWA, O'AHU, HAWAII



APPROVED AREA

SCALE: 1" = 2,000 ft. ±

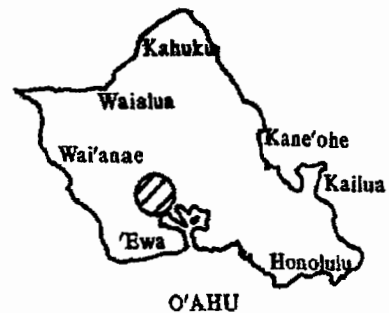


EXHIBIT "A"

1996-06-08-0A-FEA- Royal Kunia Phase II JUN 8 1996
INCREMENT 3

FILE COPY

DEVELOPMENT PLAN LAND USE
AMENDMENT APPLICATION
AND
FINAL ENVIRONMENTAL ASSESSMENT

FOR
ROYAL KUNIA, PHASE II
INCREMENT 3

Hoaeae and Waikele, Oahu

MAY 1996

**DEVELOPMENT PLAN LAND USE
AMENDMENT APPLICATION
AND
FINAL ENVIRONMENTAL ASSESSMENT
FOR
ROYAL KUNIA, PHASE II
INCREMENT 3**

Hoaeae and Waikele, Oahu

May 1996

Prepared For: Halekua Development Corporation
2024 North King Street
Honolulu, Hawaii 96819

Prepared By: William E. Wanket, Inc.
Kapolei Building, Suite 320
1001 Kamokila Boulevard
Kapolei, Hawaii 96707

SECTION 1.0 INTRODUCTION

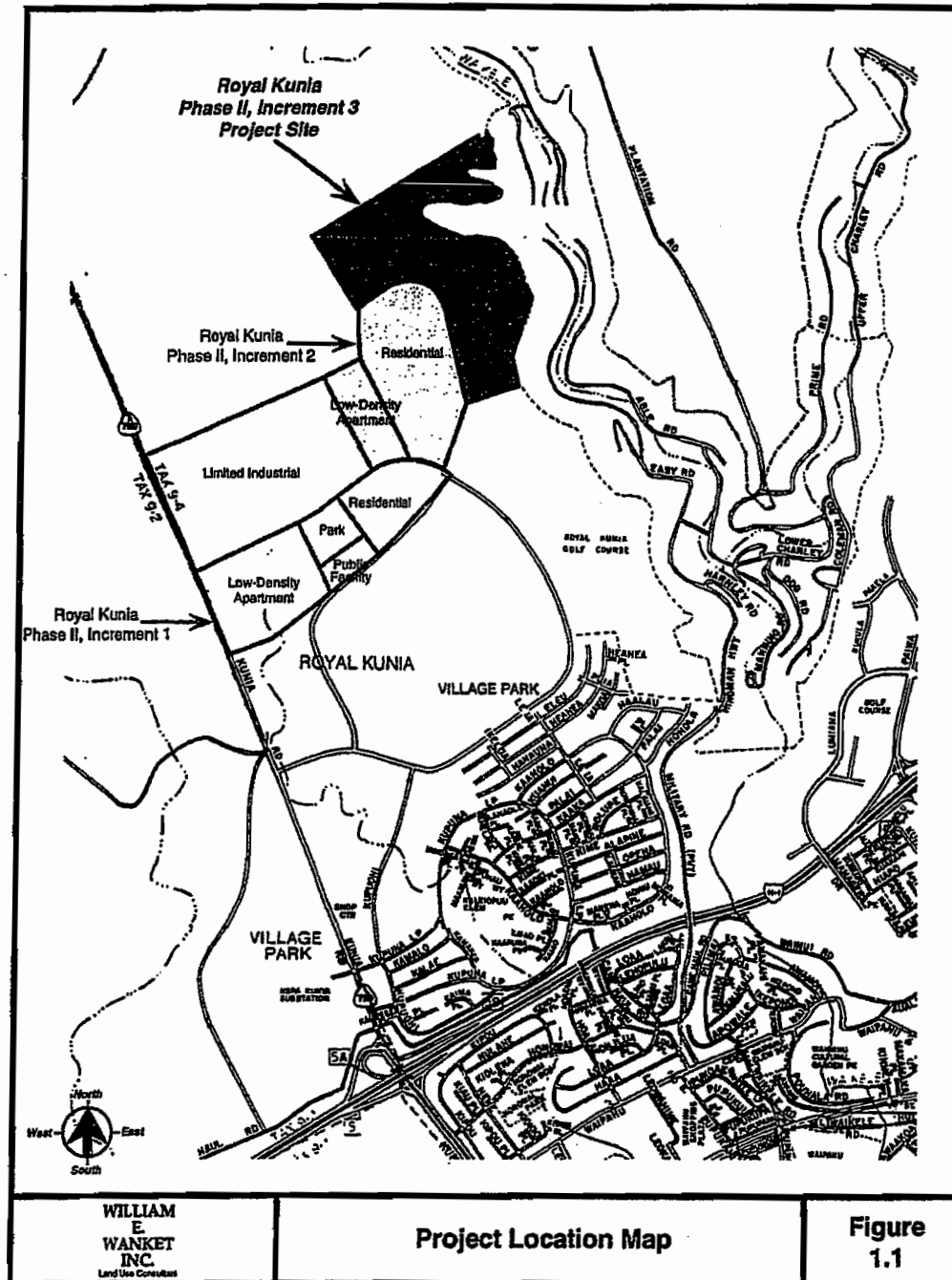
1.1 PURPOSE FOR AMENDMENT APPLICATION AND REPORT

This document was prepared for the Halekua Development Corporation (applicant) to serve as the Development Plan Land Use Amendment (DP Amendment) application and Final Environmental Assessment (Final EA) for the proposed Royal Kunia, Phase II, Increment 3 residential development in Hoaeae and Waikele, Oahu. The applicant is seeking a DP Amendment from Preservation to Residential for the Increment 3 project site. As a result, this application is being filed with the City and County of Honolulu (City) Planning Department for processing to implement the continuing development of Royal Kunia.

This Final EA was prepared under Chapter 343 of the Hawaii Revised Statutes, and in accordance with the content requirements of the State Department of Health's (DOH) Administrative Rules, Title 11, Chapter 200 Environmental Impact Statement Rules (referred to as EIS Rules). This document was also intended to satisfy the informational requirements for the City Planning Department's DP Amendment application. A Draft EA, dated January 1996, was previously prepared and first published in the February 23, 1996 issue of the Office of Environmental Quality Control's *Environmental Notice*. The 30-day comment period on this Draft EA ended March 26, 1996.

The proposed Royal Kunia, Phase II, Increment 3 residential project would involve about 156.8± acres of land situated in Hoaeae and Waikele of Central Oahu. Figure 1.1 shows the project's location and surrounding vicinity. The purpose of this project and DP Amendment request is to allow the applicant to refine the residential portion of the Phase II master plan. Under this refinement, the unit mix associated with the 2,000 residential units already approved for the entire Phase II area will be changed to better meet changing market demands. As a result, a greater percentage of the 2,000 units would consist of single-family homes compared to multi-family townhomes previously planned, and would be spread over a larger area which includes the Increment 3 site.

Under this refinement to the Phase II master plan, about 1,250 single-family homes and 750 multi-family homes would be developed. The increased area provided for residential development by the Increment 3 site will allow for larger single-family lots (up to 6,000 square feet) to better meet consumer needs and create a unique and less dense residential community. This Increment 3 site is currently designated Preservation on the Central Oahu DP Land Use Map and was planned for a third golf course within the entire Royal Kunia development.



Of the total 2,000 units approved under earlier DP Amendments for Phase II, only about 1,420 units would be constructed within the Increments 1 and 2 sites under the proposed project after completion of further detailed site planning and engineering. Consequently, the remaining approximately 580 units permitted under Phase II are proposed to be developed as single-family residential homes on the Increment 3 project site. Hence, this project entails spreading out already approved residential units over a larger area within Royal Kunia which would allow the applicant to better meet the changing market conditions and buyer preferences. Table 1.1 provides a summary of pertinent information associated with this project site.

1.2 BACKGROUND

This DP Amendment request for the proposed Royal Kunia Phase II, Increment 3 project represents the continuing phased development of Royal Kunia by the applicant. This section briefly discusses prior land use approvals which have been received.

1.2.1 Royal Kunia Phase I Development

The Phase I development of Royal Kunia received a Development Plan amendment in 1989 under Ordinance 89-18, and rezoning approval in 1991 under Ordinance 91-11 from the City Council. These approvals allowed for the development of various uses which include parks, golf course, commercial space, low-density apartments, and single-family residences.

Approvals for Phase I allowed for the development of a total of 2,000 residential units. Thus far, the Halekua Gardens I (152 units) and Halekua Gardens II (100 units) developments have been completed and occupied along with the 15.7-acre commercial area. Another 482 units consisting of both townhomes and single-family homes have also been completed and occupied as of May 1996 with a few remaining units projected to be closed by the end of this year.

Of the remaining 1,264 units, about 592 are scheduled to be completed between now and before the year 2000 while the remaining 672 units projected to be completed between the years 2000 and 2002. Required affordable housing units would be developed concurrently with this schedule. Infrastructure improvements for the area is about 90 percent complete. A 10.3-acre park site is projected to be completed sometime in 1997 and the 12.1-acre recreation center/park site completed in the year 2000.

Table 1.1 Summary Information

| | |
|------------------------------|---|
| Project Name: | Royal Kunia Phase II, Increment 3 |
| Applicant: | Halekua Development Corporation 2024 North King Street Honolulu, Hawaii 96819 |
| Agent: | William E. Wanket, Inc. Kapolei Building, Suite 320 1001 Kamokila Boulevard Kapolei, Hawaii 96707 |
| Accepting Agency: | Planning Department, City and County of Honolulu |
| Existing DP Land Use: | Preservation |
| Proposed DP Land Use: | To obtain an amendment to the City's Central Oahu Development Plan Land Use Map from Preservation to Residential. |
| Project Description: | The land use amendment is to permit the development of about 580 single-family residential units on the Royal Kunia, Phase II, Increment 3 project site. These units are part of the total 2,000 units previously approved for entire Phase II development. The remaining 1,420 units would be built on the Increments 1 and 2 sites after further detailed planning and engineering with the project. These 580 single-family units are proposed to be developed on the Increment 3 site which was previously planned for a golf course. |
| Land Area: | 156.8± acres |
| Tax Map Key: | 9-4-02: Portion of 1 |
| Land Ownership: | Halekua Development Corporation |
| State Land Use: | Urban |
| City Zoning: | AG-1, Restricted Agricultural District |
| SMA District: | Not Within District |
| Existing Use: | Fallow agricultural land (sugar cane) |
| Neighborhood Board: | Waipahu Neighborhood Board, No. 22 |

As shown on Figure 2.1, the 10-acre park would actually involve portions of both Increment 3 and the Increment 2 single-family residential site. A retention basin of approximately 15 acres would be situated near the southeastern (makai) end of the Increment 3 site to address surface runoff and serve as open space. A buffer between the agricultural park and northwestern border of the Increment 3 site would be provided consisting of appropriate vegetative landscaping. In addition, a vegetative buffer from the Hawaiian Electric Company, Inc.'s transmission line easement would also be located along the northern boundary of this Increment 3 site.

2.2.1 Description Of Residential Units

Under this revised master plan for Phase II residential units, Increment 1 would develop about 849 units, Increment 2 would develop 570 units, and Increment 3 would develop 581 units. A more detailed breakdown of these units within each increment is provided below.

| | |
|--------------------------------|------------------|
| Increment 1 Development | 849 units |
| 1. Single-Family (Market) | 219 units |
| 2. Multi-Family | |
| a. Affordable | 480 units |
| b. Market | 150 units |
| Increment 2 Development | 570 units |
| 1. Single-Family (Market) | 450 units |
| 2. Multi-Family (Affordable) | 120 units |
| Increment 3 Development | |
| 1. Single-Family (Market) | 581 units |

Affordable housing requirements associated with the 2,000 unit Phase II development would be met as shown above in accordance with the City's affordable housing requirements. A total of 600 multi-family affordable housing units would be provided within the Increments 1 and 2 portions of the Phase II development. Of these affordable units, 200 would be provided for households earning 80 percent or less of the median income with the remaining 400 units available for households earning 81 to 120 percent of the median income. Estimated sales prices for these affordable units would range from \$95,000 to \$134,000 for households earning 80 percent or less of the median income, and \$100,000 to \$196,000 for the other category.

The additional acreage provided by Increment 3 would allow the single-family homes built within Phase II to be spread over a larger area creating an unique community. These single-family homes developed will thus have larger lot sizes to meet the growing market demand, and be sold as market-priced units. These residences would have minimum lot sizes of about 5,000 square feet to meet the

Setbacks and open space buffers between the development's higher and lower intensity land uses are afforded by the golf courses existing and planned within Phase I. Other open space buffers are established in Phase II between the agricultural park, and the Waikele Gulch forms a natural buffer northeast of the development. This relationship will minimize the visual impacts across Waikele Gulch and potential conflicts between residential and agricultural uses. The use of landscaped setbacks will also be implemented to serve as a buffer between different uses, and serve as an edge defining the boundaries of the project.

With Increment 3, the project provides for a minimum 30-foot setback along the western portion of the property bordering the planned agricultural park. Similarly, a minimum 90-foot setback is provided along the northern boundary of the site bordering the Hawaiian Electric Company, Inc.'s transmission line easement. The topography, vegetation, and distance afforded by Waikele Gulch serves as a natural buffer between the Increment 3 residential project and the Waikele Branch Naval Magazine Lualualei property.

2.2.3 Internal Roadway Plan

Improvements to the project's internal roadways and intersections would be constructed to provide adequate capacity to handle traffic resulting from the project. All improvements would be designed in accordance with City standards along with necessary coordination with both City and State agencies.

Access to the Phase II development from Kunia Road would be from the Phase II Collector Road which generally runs in an east/west direction. As shown on the Figure 2.1, vehicular access into the project site would essentially be from a major collector road which extends from the Increment 2 development site. This primary collector road would have a right-of-way of about 90 feet. A series of collector streets with 80-foot right-of-way would then provide access to residential areas from this primary collector road.

2.3 PROJECT NEED AND OBJECTIVES

The proposed Increment 3 residential project is needed to allow the applicant to better meet the changing market conditions and buyer preferences. Due to changing market conditions, the residential portion of the Phase II master plan needs to be refined. The spreading out of already approved residential units over this larger area within the Royal Kunia, Phase II area would also allow single-family units to have larger lot areas than the minimum 5,000 square feet required under the expected R-5 zoning.

30 kgm



STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED

November 9, 2012 11:00 AM
Doc No(s) A-46960924



/s/ NICKI ANN THOMPSON
REGISTRAR

LAND COURT

REGULAR SYSTEM

RETURN BY () MAIL ☒ PICK-UP
Rush Moore LLP (SKCM)
A Limited Liability Law Partnership
737 Bishop Street Suite 2400
Honolulu, Hawaii 96813

TMK No.: (1) 9-4-002-052

This document contains 14 pages

MEMORANDUM OF OPTION AGREEMENT
(Forest City Kunia Solar Power Project)

This Memorandum of Option Agreement (this "Memorandum") is made as of the 2nd day of August 2012, by and between **ROBINSON KUNIA LAND LLC**, a Hawaii limited liability company ("Optionor"), and **FOREST CITY SUSTAINABLE RESOURCES, LLC**, an Ohio limited liability company ("Optionee").

Recitals

A. Optionor is the owner of the property described on attached **Exhibit A** (the "Premises").

B. Optionor and Optionee entered into an Option Agreement ("Agreement") as of the date hereof (the "Effective Date"), with a term of twenty-four (24) calendar months from the Effective Date, together with extension rights, as described in the Agreement.

C. The parties desire to enter into this Memorandum which is to be recorded in order that third parties may have notice of the interest of Optionee in the Premises.

NOW, THEREFORE, in consideration of payments and covenants provided in the Agreement to be paid and performed by Optionee, Optionor hereby sells, transfers, conveys and grants unto Optionee and its permitted assigns, an exclusive and irrevocable option, as defined in the Agreement, to lease the Premises for the development, construction and operation of a solar power electricity generating project, as more particularly described in the Agreement. All of the terms, conditions,

provisions, and covenants of the Agreement are hereby incorporated into this Memorandum by reference as though fully set forth herein, and the Agreement and this Memorandum shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this Memorandum and the Agreement, the terms of the Agreement shall prevail.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS HEREOF, the parties have executed this Memorandum as of the date set forth above.

OPTIONOR:

ROBINSON KUNIA LAND LLC, a Hawaii
limited liability company

By **CAROLINE J. ROBINSON LLC**
Its Manager

By 

Its Manager
William Walter

By 

Its Manager
Roger Paris Macarthur

OPTIONEE:

**FOREST CITY SUSTAINABLE
RESOURCES, LLC**, an Ohio limited
liability company

By: _____

Name: _____

Title: _____

By **J. L. P. ROBINSON LLC**
Its Manager

By 

Its Manager
Clinton Basler

By 

Its Manager
John Morgan

By 

Its Manager
Dianne E. Robinson


WILLIAM W. PATY


WILLIAM RHETT TABER


ALLAN ZAWTOCKI

Trustees under the Will and of
the Estate of Mark Alexander
Robinson, deceased
Its Manager

IN WITNESS HEREOF, the parties have executed this Memorandum as of the date set forth above.

OPTIONOR:

ROBINSON KUNIA LAND LLC, a Hawaii
limited liability company

By **CAROLINE J. ROBINSON LLC**
Its Manager

By _____
Its Manager

By _____
Its Manager

By **J. L. P. ROBINSON LLC**
Its Manager

By _____
Its Manager

By _____
Its Manager

By _____
Its Manager

WILLIAM W. PATY

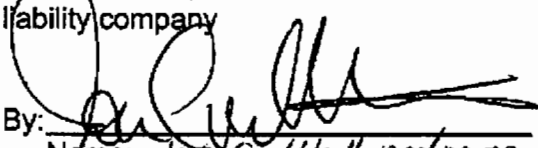
WILLIAM RHETT TABER

ALLAN ZAWTOCKI

**Trustees under the Will and of
the Estate of Mark Alexander
Robinson, deceased
Its Manager**

OPTIONEE:

**FOREST CITY SUSTAINABLE
RESOURCES, LLC**, an Ohio limited
liability company

By: 
Name: Jon C. Wallenstrom
Title: Vice President

STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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On this 18th day of October, 2012, before me personally appeared William Walter, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Shelley Vogel
Notary Public, State of Hawaii

Print Name: Shelley Vogel
My commission expires: Notary Public, State of Hawaii
My commission expires: 11/19/2014

| | |
|--|-------------------------|
| Document Date: <u>8-2-12</u> | # of Pages: <u>13</u> |
| Notary Name: <u>Shelley Vogel</u> | <u>1st</u> Circuit |
| Doc. Description: <u>Memorandum of Option Agreement</u> <u>(First City Kunia Solar Power Project)</u> | |
| <u>Shelley Vogel</u> Notary Signature | <u>10-18-12</u> Date |
| NOTARY CERTIFICATION | |

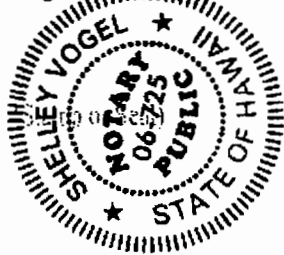


STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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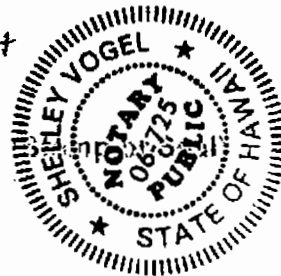
On this 18th day of October, 2012, before me personally appeared Roger Paris MacArthur, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Shelley Vogel
Notary Public, State of Hawaii

Print Name: Shelley Vogel
My commission expires: Notary Public, State of Hawaii
My commission expires: 11/19/2014

| | | | |
|----------------------|---|-------------|-----------|
| Document Date: | <u>8-2-12</u> | # of Pages: | <u>13</u> |
| Notary Name: | <u>Shelley Vogel</u> | <u>1st</u> | Circuit |
| Doc. | | | |
| Description: | <u>Memorandum of option agreement</u> <u>(Forest City Kunia Solar Power Project)</u> | | |
| <u>Shelley Vogel</u> | <u>10-18-12</u> | | |
| Notary Signature | Date | | |
| NOTARY CERTIFICATION | | | |



STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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On this 23rd day of October, 2012, before me personally appeared Clinton Basler, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

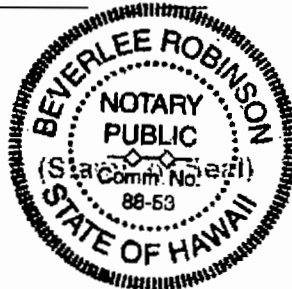


Beverlee Robinson
Notary Public, State of Hawaii

Print Name: Beverlee Robinson

My commission expires: January 24, 2016

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| Document Date: <u>8/2/12</u> | # of Pages: <u>13</u> |
| Notary Name: <u>Beverlee Robinson</u> | <u>1st</u> Circuit |
| Doc. Description: <u>Memorandum of Option</u> | |
| <u>Acct (Great City Kuni Solar Power Project)</u> | |
| <u>Beverlee Robinson</u> Notary Signature | <u>10/23/12</u> Date |
| NOTARY CERTIFICATION | |

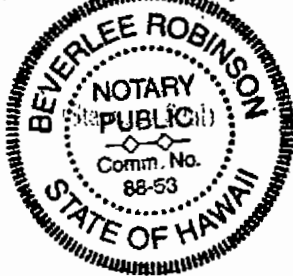


STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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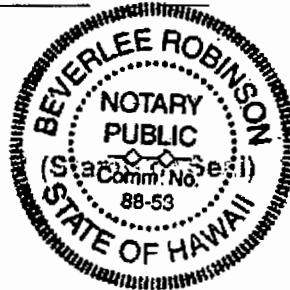
On this 24th day of October, 2012 before me personally appeared John Morgan, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Beverlee Robinson
Notary Public, State of Hawaii

Print Name: Beverlee Robinson
My commission expires: January 24, 2016

| | | | |
|----------------------|---|-------------|-------------------------------|
| Document Date: | <u>8/2/12</u> | # of Pages: | <u>13</u> |
| Notary Name: | <u>Beverlee Robinson</u> | | <u>1st</u> Circuit |
| Doc. | | | |
| Description: | <u>Memoandum of Option</u> | | |
| | <u>Agmt (First City Kula Solar Power Project)</u> | | |
| Notary Signature | <u>Beverlee Robinson</u> | Date | <u>10/24/12</u> |
| NOTARY CERTIFICATION | | | |

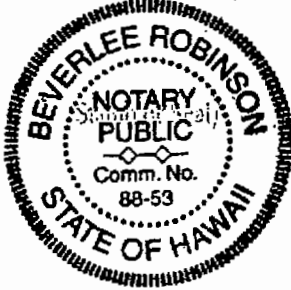


STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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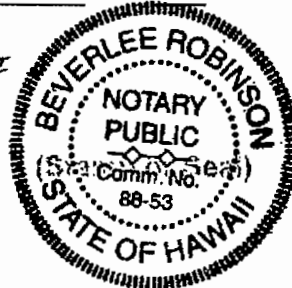
On this 24th day of October, 2012, before me personally appeared Dianne E. Robinson, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Beverlee Robinson
Notary Public, State of Hawaii

Print Name: Beverlee Robinson
My commission expires: January 24, 2016

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|--------------------------|---|-------------|-------------------------------|
| Document Date: | <u>8/2/12</u> | # of Pages: | <u>13</u> |
| Notary Name: | <u>Beverlee Robinson</u> | | <u>1st</u> Circuit |
| Doc. | | | |
| Description: | <u>Memoandum of Option Agreement</u> <u>(First City Kurea Sea Power Project)</u> | | |
| <u>Beverlee Robinson</u> | <u>10/24/12</u> | | |
| Notary Signature | Date | | |
| NOTARY CERTIFICATION | | | |

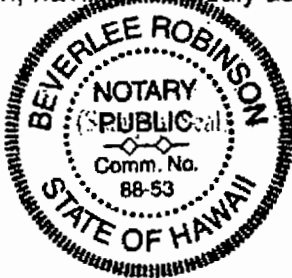


STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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On this 24th day of October, 2012, before me personally appeared William W. Paly, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

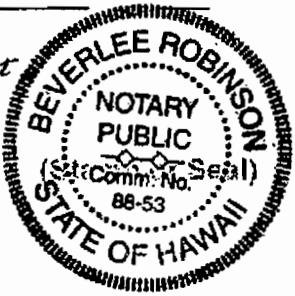


Beverlee Robinson
Notary Public, State of Hawaii

Print Name: Beverlee Robinson

My commission expires: January 24, 2016

| | |
|--|-------------------------|
| Document Date: <u>8/2/12</u> | # of Pages: <u>13</u> |
| Notary Name: <u>Beverlee Robinson</u> | <u>1st</u> Circuit |
| Doc. Description: <u>Memorandum of Option Agreement</u> <u>(Freest City Kuria Island Project)</u> | |
| <u>Beverlee Robinson</u> Notary Signature | <u>10/24/12</u> Date |
| NOTARY CERTIFICATION | |

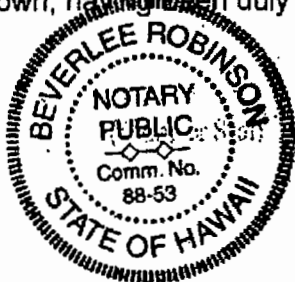
A circular notary seal for Beverlee Robinson, Notary Public, State of Hawaii. The seal includes the text "BEVERLEE ROBINSON", "NOTARY PUBLIC", "Comm. No. 88-53", and "STATE OF HAWAII".

STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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On this 22nd day of October, 2012 before me personally appeared Wm Rhett Taber, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

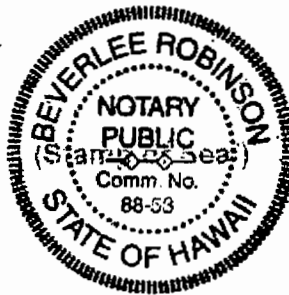


Beverlee Robinson
Notary Public, State of Hawaii

Print Name: Beverlee Robinson

My commission expires: January 24, 2016

| | |
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| Document Date: <u>8/2/12</u> | # of Pages: <u>13</u> |
| Notary Name: <u>Beverlee Robinson</u> | <u>1st</u> Circuit |
| Doc. Description: <u>Membership & Option Agreement</u> <u>(Freest City Kuia Solar Power Project)</u> | |
| <u>Beverlee Robinson</u> Notary Signature | <u>10/22/12</u> Date |
| NOTARY CERTIFICATION | |



STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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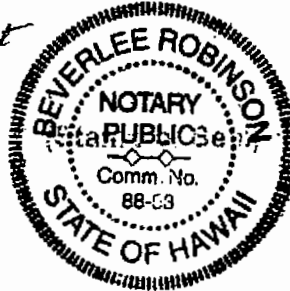
On this 22nd day of October, 2012, before me personally appeared Allan Zawlocki, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Beverlee Robinson
Notary Public, State of Hawaii

Print Name: Beverlee Robinson
My commission expires: January 24, 2016

Document Date: 8/2/12 # of Pages: 13
Notary Name: Beverlee Robinson 1st Circuit
Doc. _____
Description: Memorandum of Option Agreement
(First City Kamea Solar Power Project)
Beverlee Robinson 10/24/12
Notary Signature Date



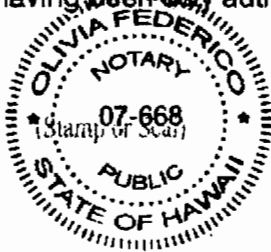
NOTARY CERTIFICATION

STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

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On this 30 day of October, 2012, before me personally appeared Jon Wallenstrom, to me personally known, who, being by me duly sworn or affirmed, did say and acknowledge that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Olivia Federico

Notary Public, State of Hawaii

Print Name: Olivia Federico

My commission expires: 12/23/2012

| | | | |
|----------------------|---------------------------------------|-------------|-------------------|
| Document Date: | <u>8/2/2012</u> | # of Pages: | <u>13</u> |
| Notary Name: | <u>Olivia Federico</u> | | |
| Doc. Description: | <u>Memorandum of Option Agreement</u> | | |
| Notary Signature | <u>Olivia Federico</u> | Date | <u>10/30/2012</u> |
| NOTARY CERTIFICATION | | | |

EXHIBIT A

LEGAL DESCRIPTION OR DEPICTION OF PREMISES

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent 4486, Apana 1, Mahele Award 4 to Luluhiwalani and Royal Patent 4490, Land Commission Award 10747, Apana 9 to N. Nāmauu) situate, lying and being at Hoaeae & Waikele, Ewa, Oahu, State of Hawaii, being LOT B bearing Tax Key designation (1) 9-4-002-052, and containing an area of 161.023 acres, more or less.

BEING THE PREMISES ACQUIRED BY ROBINSON KUNIA LAND LLC BY THE FOLLOWING:

1. By DEED dated June 28, 2005, recorded as Document No. 2005-130516.
2. By DEED dated June 29, 2005, recorded as Document No. 2005-130517.
3. By DEED dated June 28, 2005, recorded as Document No. 2005-130518.
4. By DEED dated June 28, 2005, recorded as Document No. 2005-130519.
5. By DEED dated July 7, 2005, recorded as Document No. 2005-155094.
6. By DEED dated June 24, 2005, recorded as Document No. 2005-155095.
7. By DEED dated June 24, 2005, recorded as Document No. 2005-155096.
8. By DEED dated July 13, 2005, recorded as Document No. 2005-155097.
9. By DEED dated June 28, 2005, recorded as Document No. 2005-155098.
10. By DEED dated June 29, 2005, recorded as Document No. 2005-155099.
11. By DEED dated July 8, 2005, recorded as Document No. 2005-155100

Ho'ohana Solar 1, LLC

5173 Nimitz Road | Honolulu, Hawaii 96818 | (808) 839-8768

Forest City Enterprises and Hanwha Solar Energy America have joined forces as Ho'ohana Solar 1 LLC, specifically to fulfill the requirements of Hawaiian Electric Company's request for Renewal Energy Projects. Our partnership leverages the relevant strengths of both companies.

FOREST CITY

More than 90 years ago, Forest City began as a simple lumberyard business in Cleveland, Ohio, when the Ratner family immigrated to the United States from Poland. Through the hard work and dedication of the founding family's four siblings, their subsequent generations and thousands of committed and talented associates, our Company has grown and expanded into an owner, developer and manager of an extensive and distinct portfolio. Today Forest City Enterprises, Inc. is a publicly traded company with a diverse portfolio of real estate valued at more than \$10.5 billion in total assets.

Forest City is now a master developer and property owner of some of America's largest and most prestigious urban and suburban real estate projects. A team of dedicated associates guides Forest City, which has offices strategically placed in areas around the country, in three core strategic business units: Commercial, Residential and Land Development.

The following factors contribute to our success:

- The ability to pursue, and succeed with, unique real estate development opportunities
- The resources to successfully complete even the most complex mixed-use projects
- A long-term commitment to invest in core, high-value properties
- A focus on urban and suburban growth markets

We have a long and proud record of successful public-private partnerships that have helped us to redevelop large complex projects, in cities like Chicago, Denver, Boston, Cleveland, New York, and here in Honolulu. Our company is committed to developing high-quality urban projects that - through careful consideration of planning, architectural design, market sensitivity, quality construction and sustainable operating systems - provide enduring value and capital appreciation for our partners and our company. The communities and buildings we create enhance the urban environment, are respectful of historical context, enliven the pedestrian experience and become part of the city fabric.

Forest City has the ability to move from vision to completion. Forest City is among the largest and most experienced mixed-use development companies in the nation. We are one of the few remaining multi-product real estate companies developing retail, residential, commercial, entertainment and office properties. We have created numerous innovative and highly acclaimed public/private partnerships, many of which involve long-term, large-scale and

complex sites. Forest City has won awards and international recognition for achievements in redevelopment and community building. Our Company has experience working in collaboration with public partners to ensure a development meets the vision and long-term needs of a community.

Forest City Enterprises engages in projects that will reenergize communities for years to come. We are the forefront of the urban revitalization movement sweeping the cities of this country. Successfully meeting the challenges presented by existing and abandoned sites is what we do best.

HANWHA SOLAR ENERGY AMERICA

Hanwha SolarEnergy America (HSEA) focuses on the development, EPC (Engineering, Procurement and Construction), and ownership & operation of solar power facilities. HSEA entered the solar market in 2007 with a commercial 801kW system in Los Angeles. That project took only 90 days from start to finish and continues to exceed performance expectations. With recently acquired Q.CELLS, an elite German module manufacturer, by Hanwha Group (HSEA's parent company), HSEA is teaming forces with Hanwha Q.CELLS, to supply the entire photovoltaic value chain, from cell production to crystalline solar modules up to turnkey solar power stations. The company's goal is to establish photovoltaic as a financially sustainable, environmentally friendly, and cost-effective technology.

Since 2007 Hanwha SolarEnergy America and Q.CELLS NA have contracted over 160 MW in commercial, utility and school projects in the Americas, which includes systems for great organizations like the Puerto Rico Electric Power Authority, Hawaii Electric Company, Pacific Gas & Electric, Ontario Power Authority, Los Angeles Unified School District, Lafayette School District and Rainbow Sandals.

Both Hanwha SolarEnergy America and Hanwha Q.CELLS NA have exceptional full time staff that includes developers, project finance professionals, utility interconnection specialists, engineers and designers, project execution team specialists (project managers, site superintendents), and maintenance technicians.

Hanwha SolarEnergy America is a licensed contractor and holds the following certifications:

- California Contractor's License #959417 with General Engineering (A) and Solar Energy (C-46) classifications
- Arizona Contractor's License #276114 with General Engineering (A) classification

Hanwha SolarEnergy America personnel hold the following accreditations:

- NABCEP Certified PV Installer
- LEED Accredited Professional

HSEA's Business:

Develop, build, finance, own and operate solar photovoltaic power systems for utility, educational, agricultural, commercial and government partners and customers in North, Central and South America.

Competitive Strengths:

- Backed by the tremendous financial strength of Hanwha Group – the 9th largest S. Korean conglomerate with a US\$87.7B balance sheet;
- Affiliated with NYSE Listed Panel Manufacturer Hanwha SolarOne (NYSE:HSOL) and Hanwha Q.CELLS;
- A strong heritage in system design, engineering, and construction;
- The “Development Partner of Choice” who offers flexible and diversified project development strategies that aligns our comprehensive project development skillset with the individual strengths of our customers and our partners to ensure optimally successful project outcomes.

History:

Hanwha SolarEnergy America is the U.S. solar downstream development arm of Hanwha Corporation, a sixty-one year-old major South Korean conglomerate and an integrated solar manufacturing, development, financing, and operating company.

Hanwha Solar and Hanwha Group

Hanwha Corporation is a Fortune Global 500 publicly traded company and is the 9th largest conglomerate in South Korea. In 2011 Hanwha Corporation had US\$31.6 billion in sales and US\$87.7 billion in assets. Hanwha Corporation has 53 domestic affiliates/subsidiaries, and 78 overseas affiliates/branch offices. Hanwha Corporation also holds 50% ownership in Hanwha SolarOne and full ownership in Hanwha Q.CELLS, two major manufacturers of PV cells, modules, and panels with over 2.3GW annual production capacity. Hanwha SolarOne is publicly listed on NASDAQ under the ticker symbol HSOL.

The 3rd Largest Solar Manufacturer and One of the Largest Vertically Integrated Solar Companies, Hanwha Group brings together R&D, manufacturing, development, EPC, and investment capabilities in an integrated business model to deliver reliability and competitiveness.

The members of the Forest City - Hanwha team are national and local experts in their fields. The combination of expertise gives this team a competitive advantage as they are able to quickly and efficiently navigate the considerable and complex channels of government agencies.

The Forest City - Hanwha team, and those individuals selected to work on the Development, have had experience with projects of a similar scope and magnitude.

FOREST CITY

David LaRue

David LaRue is the President and CEO of Forest City Enterprises, Inc. He also serves on the board of directors.

He most recently served as Forest City's executive vice president and chief operating officer, with companywide responsibility for all real estate operations. He was also responsible for fostering Forest City's strategic growth initiatives.

LaRue joined Forest City in 1986 as a financial analyst and advanced through a series of positions of increasing responsibility in the company's Commercial Group, including financial manager of the Tower City Center mixed-use property in Cleveland, vice president and later executive vice president of real estate operations, and president and COO of the Commercial Group. In March, 2010, he became executive vice president and chief operating officer at the corporate level, with companywide responsibility for all real estate operations. Prior to joining Forest City, LaRue was an internal auditor and financial analyst with the Sherwin-Williams Company.

He currently serves as a board member and chairman of the audit committee for U-Store-It Trust, a publicly traded REIT. In addition, he is a board and executive committee member for the Cleveland School of the Arts. He serves as a board member for the Greater Cleveland Sports Commission and the Greater Cleveland Partnership initiative focused on talent retention in the region. Mr. LaRue is a graduate of Wittenberg University with a Bachelor's degree in Business/Accounting.

James Ratner

James Ratner is an executive vice president and director of Forest City Enterprises, Inc. and chairman and CEO of the Forest City Commercial Group, the commercial real estate development and management division of Forest City.

The Forest City Commercial Group is responsible for the development of all retail, commercial and mixed-use development at Forest City. The group has fully staffed offices in Cleveland, Los Angeles, New York, Boston, Chicago and Denver. Forest City's strategy has emphasized the development of urban retail and mixed-use properties and non-conventional regional and lifestyle centers.

Ratner holds a Bachelor's degree from Columbia University and an MBA from Harvard University. He is a member of the Board of Trustees of The Cleveland Museum of Art, Urban Land Institute, The Playhouse Square Foundation and The Cleveland Foundation.

Ronald Ratner

Ronald A. Ratner is president and CEO of the Forest City Residential Group, which manages all of the company's multifamily housing efforts, including development, ownership, management and financial activities. He is also a member of the board of directors for Forest City Enterprises, Inc.

Ratner's experience with Forest City began in 1975, and through the years, has included direct development, construction, financing and management responsibilities, beginning with individual projects and executive supervision of multiple large scale developments on a national level. He received his bachelor's degree from Brandeis University and completed the Masters program in Architecture at UCLA.

Ratner is active in community and civic organizations and has served or is currently serving on the boards of The Ohio State University, Brandeis University, Park Synagogue, the Western Reserve Historical Society and the Akron Art Museum, among others. He is also a member of the International Advisory Board for the Harvard Real Estate Initiative and Harvard Design Magazine's Practitioners' Advisory Board. He is a member of the Urban Land Institute and a director of the National Multi Housing Council, and has served as a member of Federal National Mortgage Association's National Housing Impact Advisory Council.

James J. Prohaska

James Prohaska is executive vice president of Forest City Residential Group, which comprises of all the multifamily residential ownership, development, management and financial activities of Forest City Enterprises, Inc.

Prohaska has been in the commercial and residential real estate industry with Forest City since 1974, when he joined the firm as a controller. He became assistant vice president in 1978, took

on the role of executive vice president in 1989, and assumed the additional responsibilities of chief operating officer in 1995.

He has been involved in the development, financing, and construction of the elderly, congregate and market-rate housing of Forest City Enterprises, Inc. He was instrumental in the structuring of the residential real estate tax syndications. He presently serves as the Residential Group's financial and operations officer. James Prohaska is a graduate of John Carroll University with a degree in accounting. He is a certified public accountant.

Jon Wallenstrom

Jon Wallenstrom is President of Forest City Hawaii. He is leading Forest City's partnership with the State of Hawaii to develop over 2300 homes on the Big Island of Hawaii in a mixed-use, mixed-income project. The project will bring approximately \$750M in new development to the state. In addition to leading Forest City's traditional development efforts in Hawaii, Jon is developing multiple photovoltaic farms. The first photovoltaic facility was completed in December 2011 and is an adaptive reuse of a brownfield site which will bring one megawatt of clean energy to the people of Hawaii. Since the commissioning of Forest City's Kapolei Sustainable Energy Facility, the company has commissioned five additional PV farms. Forest City Sustainable Resources has implemented FIT projects, an individually negotiated PPA with HECO, and negotiated a PPA on the Navy Grid. The different projects and negotiations give Forest City perhaps a broader perspective on PPA negotiations than any other Hawaii-based company.

Wallenstrom has lead Forest City as the company developed four phases in its partnership with the Department of the Navy. Three of the four phases closed under Jon's tenure and the project's size quadrupled to its current value of One Billion Seven Hundred Million (\$1,700,000,000) under development. The development is being conducted on a portfolio of 6700 homes, with the majority being demolished and replaced. In addition to the new construction, hundreds of millions of dollars were being spent on historic renovations and other improvements. The development effort on the Navy project is largely complete as there are less than 500 homes to be delivered over four years on a project that was producing 1000 homes per year.

Wallenstrom is currently the district council chair of the Honolulu Urban Land Institute District Council. He is a member of the Hawaii Business Roundtable and is on the Board of Directors of Hawaii Strategic Development Corporation.

Wallenstrom has been a member of the Urban Land Institute's Washington DC District Council where he helped initiate Urban Plan, a program in which real estate professionals teach high school students about the process and choices involved in development. He has also served as a member of the Johns Hopkins University Real Estate Institute and has served on the Board of Directors of the Landowners Economic Alliance for the Dulles Extension of Rail (LEADER). Mr. Wallenstrom holds an AB from Princeton University.

Jim Ramirez

James Ramirez is Vice President of Forest City Hawaii. He is responsible for the design and construction of over 3,000 Navy and Marine homes as well as the renovation of approximately 1,600 units, including many with historical significance. The scope of work for the current phases extends through 2012 with the potential of a hundred additional units being added on to Forest City's portfolio.

Under Ramirez, along with other executives, Forest City's Hawai'i office is taking the lead in pursuing a range of sustainability initiatives and new technology with Department of Energy partners, including renewable energy, wind energy and Smart Home technology. Current sustainability activity includes pursuit of LEED certification for several housing unit types in the Navy and Marine neighborhoods.

Prior to joining Forest City, Mr. Ramirez worked for Dick Pacific Construction for 32 years with his last role being senior vice president/GM and has served in the top leadership position in various construction industry organizations including president of the General Contractors Association and president of the General Contractors Labor Association that negotiates with the construction unions.

Ramirez earned a Bachelor of Science degree in Civil Engineering from the University of Hawai'i, completed an Executive Management Course from Texas A&M as well as an executive management course with Fletcher Pacific in New Zealand.

Ann Bouslog

Ann Bouslog is the Development Manager for Forest City Hawaii, responsible for the implementation of Kamakana Villages, a 271-acre master-planned development in Kona with the State of Hawaii, Hawaii Housing Finance & Development Corporation. She also provides development planning and implementation support to Forest City Hawaii's other non-military projects.

Bouslog joined Forest City in February 2013. Prior to joining Forest City Hawaii, she owned and operated, for fifteen years, Mikiko Corporation, a real estate development consulting firm specializing in market, financial and economic analyses for large and/or complex developments. Bouslog's clients included many of Hawaii's most prominent land owners and developers, and she provided key assistance in the strategic planning and entitlement of major projects such as Hilton Hawaiian Village, Ho'opili, Koa Ridge, the U.S. Army-Hawaii's military housing privatization initiative, the U.S. Navy's Ford Island Development Project, Mauna Lani Resort and Makena Resort.

Prior to founding Mikiko Corporation, Bouslog was employed at KPMG, providing a broad range of real estate consulting, services to clients throughout Hawaii and the Pacific region. Her last position at KPMG was co-director of the Real Estate and Hospitality Consulting practice for Hawaii.

Bouslog holds an AB in Urban Studies from Stanford University and a Ph.D. in Sociology from Cornell University. She currently serves on the Boards of Directors of for the Community Housing Fund at the Hawaii Community Foundation and the East-West Center Foundation; she is also an active volunteer with the UrbanPlan educational program of the Urban Land Institute.

HANWHA SOLAR ENERGY AMERICA

Mark Bronez, President

Mark Bronez is the President of Hanwha Q.CELLS North America and Hanwha SolarOne North America. He developed some of the first commercial projects in the U.S. 13 years ago with the pioneering PowerLight Corporation. He continued at SunPower after their acquisition of PowerLight in 2007, and since then his teams have been responsible for developing a few hundred commercial solar projects. At SunPower, Mr. Bronez was General Manager for the Commercial Division, with direct organizational responsibilities including sales, marketing, engineering, procurement, construction and customer management. His teams were responsible for landmark projects for industry leaders like Macy's, Wal-Mart, Lowes, FedEx, Toyota, Bloomberg, Credit Suisse, Exelon Corporation, Los Angeles Unified School District, and the U.S. Navy.

Mr. Bronez left SunPower in 2012 when he concluded that from the solar industry turmoil Hanwha Q. CELLS would emerge as the leading global solar company and be the best positioned company to provide lowest-cost solar electricity to businesses and governments in the U.S.

As a volunteer, in 1998 Mr. Bronez developed, designed, and financed a 10 kW micro-hydropower system that still today provides electricity to 100 homes in a village deep in the jungle in Borneo.

Mr. Bronez holds a B.S. in mechanical engineering from Virginia Polytechnic Institute, an M.S. in electrical engineering from Pennsylvania State University, and an M.A. in leadership in sustainable development from New College.

Matthew McCullough, P.E. – Founder of HSEA, President

Mr. McCullough is the founder, President of Hanwha SolarEnergy America. Mr. McCullough has over 25 years of experience in business development and project management. Prior to starting his own business, Mr. McCullough was Vice President of southern California for Harding Lawson Associates (Formerly NASDAQ: HRDG [since acquired]), a major environmental engineering and construction company with over \$130 million annual revenues, and was a principal engineer at McLaren/Hart Environmental Engineering.

Mr. McCullough has participated in numerous solar industry expert panels and has authored thirty publications on environmental issues. He is a member of the Solar Energy Industries Association, California Solar Industries Energy Association, American Wind Energy Association, United States Green Building Council, American Institute of Chemical Engineers, and the American Chemical Society. Mr. McCullough has an M.S. degree in Chemical Engineering from Yale University, B.S. degree in Chemical Engineering from University of California, San Diego, and is an alumnus of Harvard Business School.

Fred Vaske, Vice President of Project Finance

Mr. Vaske leads the company's financing efforts in North America and has 20 years of experience in project and asset finance, valuation and consulting. He most recently spent 3.5 years at Recurrent Energy where he founded and led the Project Finance group which was responsible for securing debt and equity financing for the company's transactions worldwide. He and his team closed more than \$1.7 billion in solar PV project transactions between 2010 and 2012. Previously, Fred was Director of Structured Finance for SunPower Corporation, where he structured and negotiated power purchase agreements with U.S. commercial customers and led the sale of solar project portfolios to Morgan Stanley and GE Energy Financial Services. Prior to entering the solar industry, Fred spent a decade in the big-ticket asset finance industry, including 7 years with GATX Capital where he was a Vice President in the Structured Finance group and led the financing of portfolios of aircraft, railroad rolling stock, and technology assets. Fred holds an MA in Economics from Washington University in St. Louis and a BA in Mathematics and Economics from Claremont McKenna College.

Vijay Ananthakrishnan, VP of Operations

Mr. Ananthakrishnan leads the EPC, business and sales operations, and brings more than 15 years of experience in the energy industry including 10 years in Solar. Previously, Mr. Ananthakrishnan managed EPC services for SunPower Corporation, one of the largest PV system integrators in the world. In this role, Mr. Ananthakrishnan was responsible for engineering, construction, procurement, and administration for projects ranging 3 kW to 750 MW. In this role, he oversaw more than 1 GW of installed capacity. Vijay holds an MS in mechanical engineering from the University of Nevada.

Charles Bray, VP of Engineering

Mr. Bray leads detailed design, permit package formulation, and detailed specifications for PV system projects. Mr. Bray also leads technical and feasibility assessment of PV project opportunities including energy performance modeling activities and procurement process; generate specifications for selection and procurement of technology for PV projects including PV technology, inverter, racking system, and BOS components. Mr. Bray evaluates PV plant construction approaches and contributes to process and quality improvements. Mr. Bray holds a BS in Mechanical Engineering from University of California, Davis.

Laurence Greene, Director of Public Policy and Business Development

Mr. Greene joined the company as a consultant in October 2011 to head the public policy function and expand utility-scale development activities in the Americas. Laurence has 25 years of experience in the energy development business, the last 13 of which has been exclusively in solar and wind energy project development, formerly serving as the Vice President of Development for both Vestas Corporation and Acciona Energy, two of the world's largest sustainability companies. He has developed 698 MW of utility-scale wind and solar energy projects in the United States and Canada. His focus has been in designing and completing complex NEPA and CEQA permitting programs for energy projects on Federal (BLM, DOE, DOD) lands, negotiating power off-take and interconnection agreements, securing equipment supply, preparing project financing packages, the identification of green field project opportunities and business development activities relating to the acquisition and sale of such projects. He advises on strategic planning, instituting scalable business processes, managing industry relations and public policy. Laurence is currently the President of the California Wind Energy Association (since 2010) and a former American Council on Renewable Energy (ACORE) Leadership Council member. Laurence holds a Master of Science Degree from the University of California, and an MBA from UCLA's Anderson School of Management.

Simms Duncan, Managing Director of Project Finance

Simms joined the Company in November 2011. He directs all Project Finance activities including evaluating, structuring, negotiating, and closing Project Finance transactions and project acquisitions. Simms is also the primary point of contact with project investors. Simms has 13 years of post-MBA experience in finance and corporate transactions including 5 years of experience in the solar industry. Before joining the company, Simms worked for Solyndra for one year as Managing Director of Business Development and Project Finance. He also spent two years as Managing Director at Applied Materials, leading corporate business development and transactions in support of the Company's solar business unit. Before entering the solar industry, Mr. Duncan was an investment banker for 8 years with Jefferies where he rose to the level of Senior Vice President and transaction leader. Before receiving his MBA from Stanford University, Simms flew carrier-based jets for the US Navy. Simms holds a Bachelor of Science Degree from the U.S. Naval Academy.

Hao Wang, CFA, Director of Corporate Finance

Serving as the main point of contact for financial investors and lending institutions, Mr. Wang is responsible for our corporate and project finance responsibilities. He leads the financial analysis, management, and structuring execution for commercial and utility-scale projects. Mr. Wang also oversees internal control, budgeting, and reporting functions. Prior to joining the company, Mr. Wang was a Vice President of Investment Banking for seven years at Takenaka Partners, an international investment banking and consulting firm headquartered in Los Angeles, California and Tokyo, Japan.

Mr. Wang received his MBA from Tulane University and B.S. in Economics from China Remin University. Mr. Wang is a Chartered Financial Analyst (CFA).

Luke Soule, Director of Engineering and Construction

Mr. Soule is responsible for the execution of projects including oversight and review of engineering, design, construction and product specification for projects. Over the last several years, he has worked to create and improve the design, modeling, and analysis tools used for all solar projects. Mr. Soule also brings an extensive background in computerized control systems that are ubiquitous in systems today. He is the qualifier for the company's California Contractor's License General Engineering Contractor (A) and Solar Energy (C-46) classifications. He joined the Company after graduating Summa Cum Laude from the University of Michigan in 2002 with a B.S.E. in Chemical Engineering. He is a NABCEP Certified PV Installer and a USGBC LEED Accredited Professional.

RENEWABLE ENERGY PROJECTS OWNED AND DEVELOPED BY FOREST CITY

Kapolei Sustainable Energy Park

Location: Kapolei, Hawaii
Capacity: 1.18 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with HECO grid
PV Panels installed by Hoku Solar Company

Pearl City Peninsula Renewable Energy Park

Location: Pearl City, Hawaii
Capacity: 1.28 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaii Military Communities
Utility interconnection: Yes with the NAVFAC Hawaii
Public Works Utilities System
PV Panels installed by Hoku Solar Company

Twelker Solar Farm

Location: Waianae, Hawaii
Capacity: 0.60 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian Electric
Company
PV Panels installed by Distributed Energy Partners LLC

Olsen Solar Farm

Location: Waianae, Hawaii
Capacity: 0.60 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian
Electric Company
PV Panels installed by Distributed Energy
Partners LLC

Arthurs Solar

Location: Waianae, Hawaii
Capacity: 0.46 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian
Electric Company
PV Panels installed by Distributed Energy
Partners LLC

Phan Solar

Location: Waianae, Hawaii
Capacity: 0.57 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian
Electric Company
PV Panels installed by Distributed Energy
Partners LLC

RENEWABLE ENERGY PROJECTS OWNED DEVELOPED BY HANWHA SOLAR ENERGY AMERICA

HSEA PR Isla Solar, LLC

Location: Carolina, Puerto Rico

Capacity: 50 megawatts

Fuel: Solar

Status: In construction

Output Purchaser: Puerto Rico Electric Power Authority

Utility interconnection: Yes with Puerto Rico Electric Power Authority

Garnet Solar Power Generation Station 1, LLC

Location: Palm Springs, CA

Capacity: 5 megawatts

Fuel: Solar

Status: In development

Output Purchaser: Southern California Edison

Utility interconnection: Yes with Southern California Edison

Kalaeloa Renewable Energy Park, LLC

Location: Oahu, HI

Capacity: 6 megawatts

Fuel: Solar

Status: In development

Output Purchaser: Hawaiian Electric Company

Utility interconnection: Yes with Hawaiian Electric Company

Planada Elementary School District

Location: Planada, CA

Capacity: 490 kilowatts

Fuel: Solar

Status: Complete

Output Purchaser: Planada Elementary School District

Utility interconnection: Yes with Pacific Gas & Electric

Lafayette Elementary School District

Location: Lafayette, CA

Capacity: 479 kilowatts

Fuel: Solar

Status: Complete

Output Purchaser: Lafayette Elementary School District

Utility interconnection: Yes with Pacific Gas & Electric

Le Grand Union School District

Location: Le Grand, CA

Capacity: 261 kilowatts

Fuel: Solar

Status: Complete

Output Purchaser: Le Grand Union School District

Utility interconnection: Yes with Pacific Gas & Electric

RENEWABLE ENERGY PROJECTS OPERATED BY FOREST CITY

Kapolei Sustainable Energy Park

Location: Kapolei, Hawaii
Capacity: 1.18 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with HECO grid

Pearl City Peninsula Renewable Energy Park

Location: Pearl City, Hawaii
Capacity: 1.28 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaii Military Communities
Utility interconnection: Yes with the NAVFAC Hawaii
Public Works Utilities System

Twelker Solar Farm

Location: Waianae, Hawaii
Capacity: 0.60 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian Electric
Company

Olsen Solar Farm

Location: Waianae, Hawaii
Capacity: 0.60 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian Electric
Company

Arthurs Solar

Location: Waianae, Hawaii
Capacity: 0.46 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian Electric
Company

Phan Solar

Location: Waianae, Hawaii
Capacity: 0.57 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian Electric
Company

RENEWABLE ENERGY PROJECTS OPERATED BY HANWHA SOLAR ENERGY AMERICA

Starwood SSMI – III

Location: Sault Ste. Marie, Ontario, Canada
Capacity: 60 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Ontario Power Authority
Utility interconnection: Ontario Power Authority

PG&E Cantua and Griffen

Location: Cantua Creek, CA
Capacity: 30 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Pacific Gas & Electric
Utility interconnection: Yes with Pacific Gas & Electric

Celina Solar Project # 01

Location: Celina, Ohio
Capacity: 4.99 megawatts
Fuel: Solar
Status: Complete
Output Purchaser: Celina Utilities
Utility interconnection: Celina Utilities

HSEA PR Isla Solar, LLC

Location: Carolina, Puerto Rico
Capacity: 50 megawatts
Fuel: Solar
Status: In construction
Output Purchaser: Puerto Rico Electric Power Authority
Utility interconnection: Yes with Puerto Rico Electric Power Authority

Garnet Solar Power Generation Station 1, LLC

Location: Palm Springs, CA
Capacity: 5 megawatts
Fuel: Solar
Status: In development
Output Purchaser: Southern California Edison
Utility interconnection: Yes with Southern California Edison

Kalaeloa Renewable Energy Park, LLC

Location: Oahu, HI
Capacity: 6 megawatts
Fuel: Solar
Status: In development
Output Purchaser: Hawaiian Electric Company
Utility interconnection: Yes with Hawaiian Electric Company

Shultz Steel Company

Location: South Gate, CA
Capacity: 800 kilowatts
Fuel: Solar
Status: Complete
Utility interconnection: Yes with Southern California Edison

Los Angeles Unified School District

Location: Greater Los Angeles Area, CA
Capacity: 1.1 megawatts
Fuel: Solar
Status: Complete
Utility interconnection: Yes with Southern California Edison and Los Angeles Department of Water and Power

Hydro System Inc.

Location: Valencia, CA
Capacity: 450 kilowatts
Fuel: Solar
Status: Complete
Utility interconnection: Yes with Southern California Edison

Hamann Companies

Location: San Diego County, CA
Capacity: 359.73 kilowatts
Fuel: Solar
Status: Complete
Utility interconnection: Yes with San Diego Gas and Electric

6 August, 2014

Mr. Daniel E. Orodenker, Executive Officer
State of Hawai i Land Use Commission
Leiopapa A Kamehameha Building
235 South Beretania Street, Room 406
Honolulu, Hawai i 96813

Re: Ho ohana Solar 1, LLC Motion to Amend Docket No. A92-683

Dear Mr. Orodenker,

ROBINSON KUNIA LAND LLC is the owner of TMK No. 9-4-002: 052, a portion of the Petition Area in Docket No. A92-683, and the area to be used for development of the proposed solar farm which is the subject of this Motion to Amend.

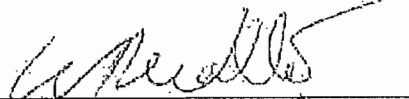
ROBINSON KUNIA LAND LLC acknowledges receiving notice that HO OHANA SOLAR 1, LLC and its attorneys, CARLSMITH BALL LLP, intend to file a Motion to Amend the Amended Findings of Fact, Conclusions of Law, and Decision and Order filed on October 1, 1996 ("1996 Order"), as amended by the October 7, 2013 First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order Filed on October 1, 1996 ("2013 Order"), to allow the interim use of TMK No. 9-4-002: 052 ("Parcel 52") as a solar farm and related uses.

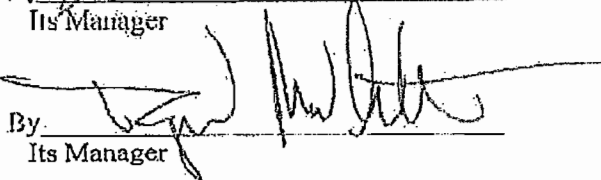
ROBINSON KUNIA LAND LLC hereby consents to the action requested of the Commission in the Motion to Amend filed by HO OHANA SOLAR 1, LLC, and acknowledges that the Commission's final action on this Motion to Amend will apply to Parcel 52. With the exception of the action requested of the Commission in the Motion to Amend, ROBINSON KUNIA LAND LLC hereby reserves all of its rights, duties and obligations in the Petition Area under Docket No. A92-683, the 1996 Order, and the 2013 Order.

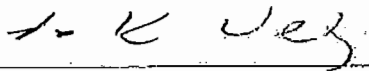
Sincerely,

ROBINSON KUNIA LAND LLC
By its Managers

CAROLINE J. ROBINSON LLC

By 
Its Manager

By 
Its Manager

By 
Its Manager

J. L. P. ROBINSON LLC

By

Its Manager

Clinton Bosler
Clinton Bosler

By

Its Manager

Dianne E. Robinson
Dianne E. Robinson

By

Its Manager

John Morgan
John Morgan

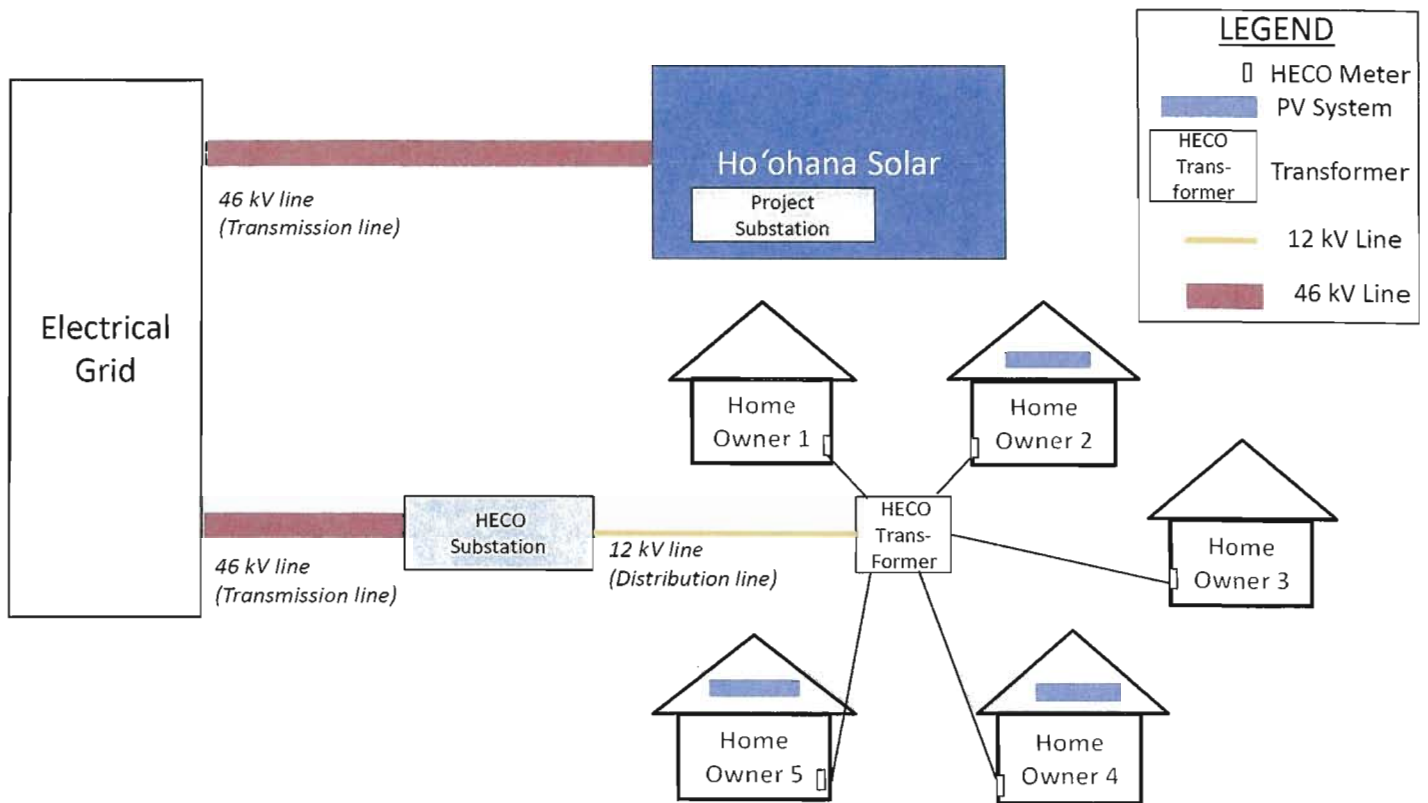
William W. Paty
WILLIAM W. PATY

Allan Zawtock
ALLAN ZAWTOCKI

William Rhett Taber
WILLIAM RHETT TABER

Trustees under the Will and of the
Estate of Mark Alexander Robinson,
deceased, and under Deed of Trust of Mark
Alexander Robinson and Mary
Kapuahaulani Hart Robinson, dated July 30,
1953

Ho'ohana Solar Will Not Impact Residential PV

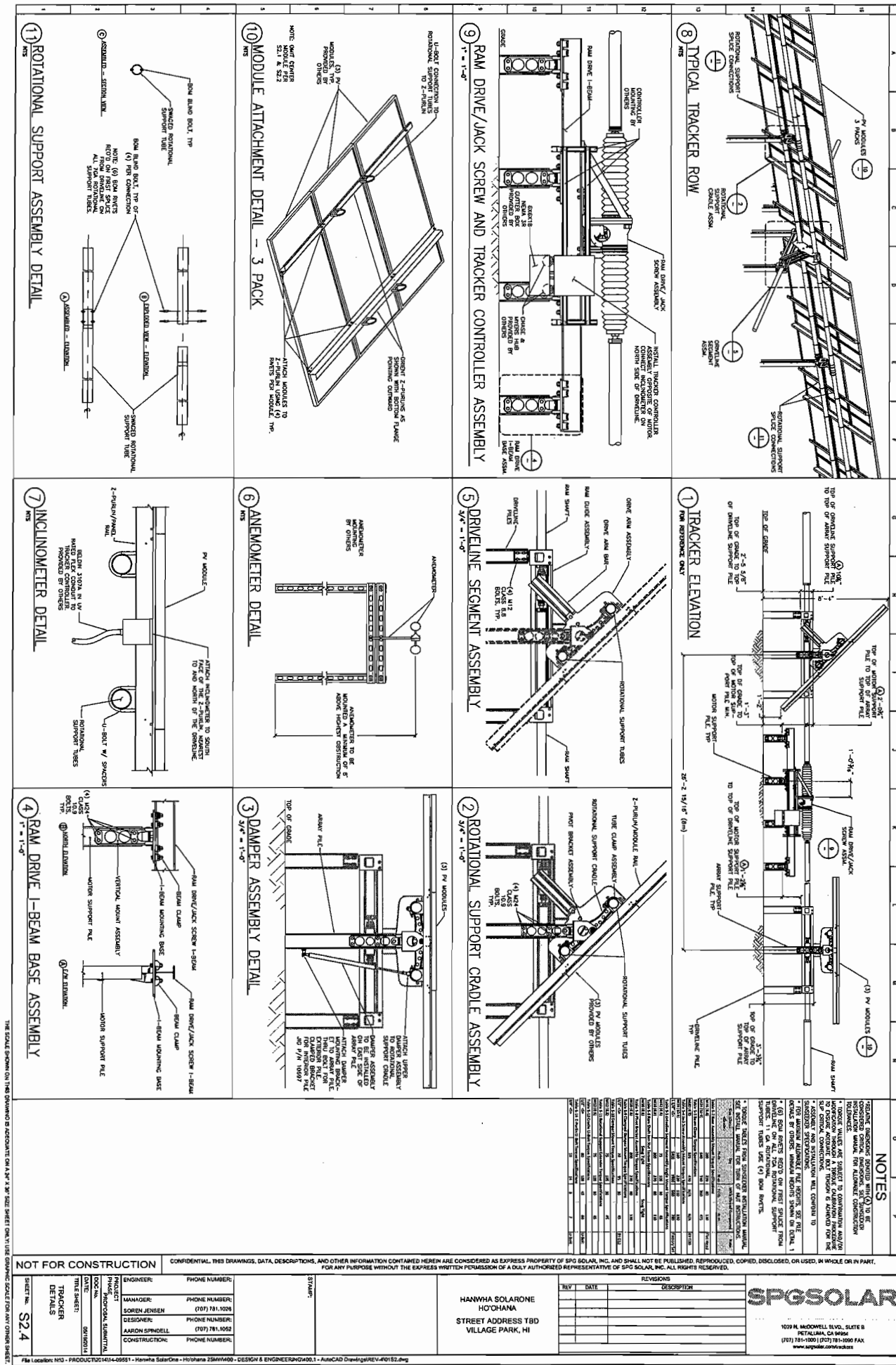


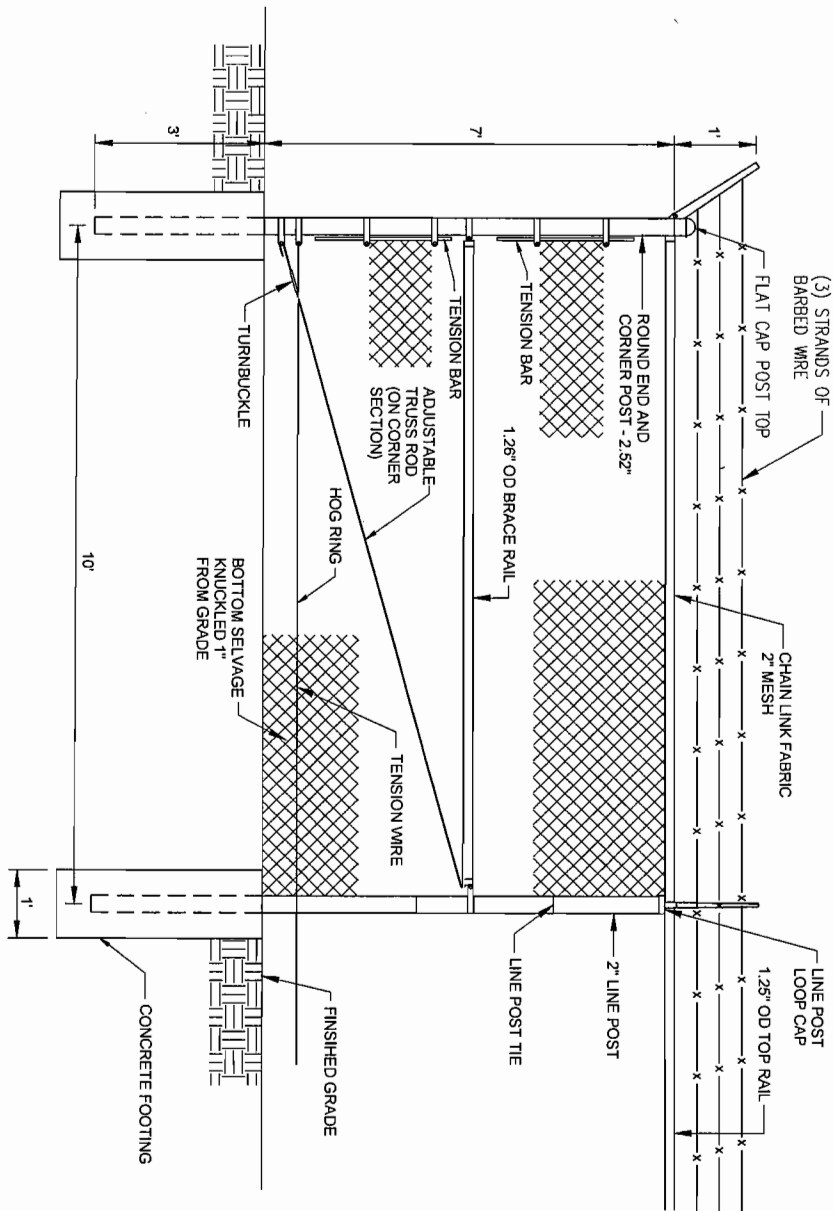
NOTES:

- 1) Ho'ohana Solar will connect to 46 kV HECO line at Transmission level.
- 2) Home owners will connect to 12 kV HECO line at Distribution level.
- 3) Limitations on residential connections are established by HECO at the Distribution level (12 kV) based on the amount of other homeowners PV systems on the same 12kV line.



Exhibit 10





7 HIGH CHAIN LINK FENCE
WITH BARBED WIRE TOP
SCALE: N.T.S.

CHAIN LINK FENCE
WITH BARB WIRE
DETAIL

QCELLS
a Harwin company
95 Federal St.
San Francisco CA 94107
8001 Irvine Center Drive, ste 1250
Irvine CA 92616

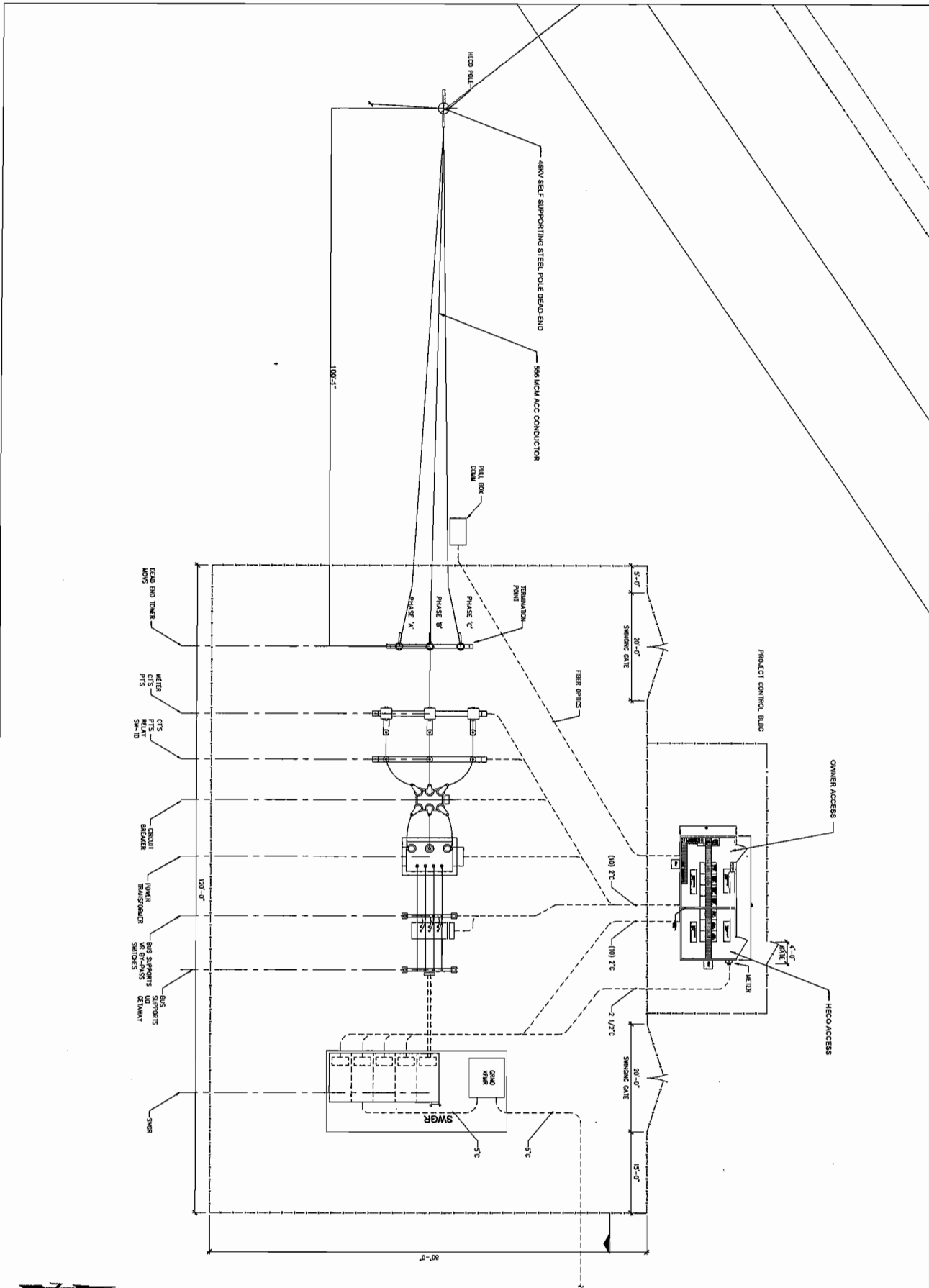
Ho'ohana

Kula, Hawaii

PRELIMINARY

| REV | NO | DESCRIPTION | DATE | BY | CHKD | APVD |
|-----|----|--------------------|------|--------|------|------|
| A | 1 | PRELIMINARY LAYOUT | | MMODYY | | |

SHEET
C600



DATE: 7-30-2014

Submittal Sheet for Historic Preservation Review Filing Fees
 State Historic Preservation Division
 Department Land and Natural Resources

Agency/Firm (Requesting Review): SCIENTIFIC CONSULTANT SERVICES

Contact: BOB SPORR

Phone: 597-1182 Fax: 597-1193 E-mail: bob@scs.hawaii.com

Address: 1347 Kapiolani Blvd., # 408
HONOLULU, HAWAII 96814Title of Report/Plan: AIS FOR THE HO'OHANA SOLAR FARM
PROJECT IN KUNIA

| | | |
|--------------|---------------|--------------------|
| Island: OAHU | District: EWA | Ahupua'a: Wai Kela |
|--------------|---------------|--------------------|

TMK [(1) 1-1-001:001]: TMK: (1) 9-4-002:052

| | |
|--|------------------------------------|
| Acreage inventoried (hectares): 16.1 | Number of new sites inventoried: 2 |
| Please characterize survey level: Reconnaissance or intensive | |

Submitted Plan/Report Fee & Type: (All reports or plans submitted to the SHPD for review shall be accompanied by the appropriate fee in accordance with HAR §13-275-4 and §284-4).

_____ Check if Report is a Re-Submittal (no fee charged)

1544
AIS

| | | |
|-------|-------|---|
| _____ | \$50 | Archaeological Assessment |
| _____ | \$150 | Archaeological Inventory Survey Plan |
| X | \$450 | Archaeological, Architectural or Ethnographic Survey Report |
| _____ | \$150 | Preservation Plan |
| _____ | \$25 | Monitoring Plan |
| _____ | \$150 | Archaeological Data Recovery Plan |
| _____ | \$250 | Burial Treatment Plan |
| _____ | \$100 | Archaeological Monitoring Report, if resources reported |
| _____ | \$450 | Archaeological Data Recovery Report |
| _____ | \$450 | Ethnographic Documentation Report |
| _____ | \$25 | Burial Disinterment Report |
| _____ | \$50 | Osteological Analysis Report |

Fee Total: _____ (Make check payable to "Hawaii Historic Preservation Special Fund")

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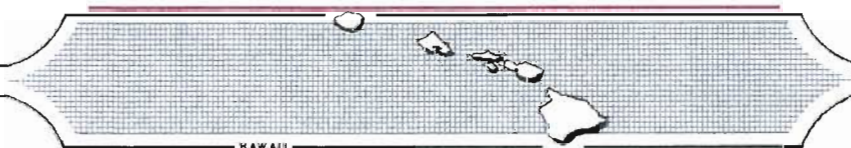
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**AN ARCHAEOLOGICAL INVENTORY SURVEY REPORT
FOR THE HO'OHANA SOLAR FARM PROJECT IN KUNIA,
WAIKELE AHUPUA'A, 'EWA DISTRICT,
ISLAND OF O'AHU, HAWAI'I
[TMK: (1) 9-4-002:052]**

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June 2014
DRAFT

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ABSTRACT

At the request of Ms. Tracy Furuya of Group 70 International, Inc., Scientific Consultant Services (SCS), Inc. conducted an Archaeological Inventory Survey of approximately 161-acres of land in preparation for the placement of a solar panel farm located in Kunia, Waikele Ahupua'a, 'Ewa District, Island of O'ahu, Hawai'i [TMK: (1) 9-4-002:052].

Fieldwork was conducted over a period of eight days by SCS archaeologists Guerin Tome, B.A., and Elizabeth Pestana, B.A., under the direction of the Principal Investigator Robert L. Spear, Ph.D. Archaeological work was performed in order to investigate the presence or absence of archaeological features and artifacts. A total of two sites comprised of four features were identified during the current survey. The surface survey and limited subsurface testing conducted produced archaeological cultural materials. All materials collected were subject to analysis. With the exception of three pre-Contact artifacts (a basalt adze perform and two basalt flakes with polished facets) collected during the surface survey, the materials from the subsurface testing are comprised of both Historic and Modern cultural materials.

The Archaeological Inventory Survey has been completed. No further archaeological work is recommended for the current undertaking.

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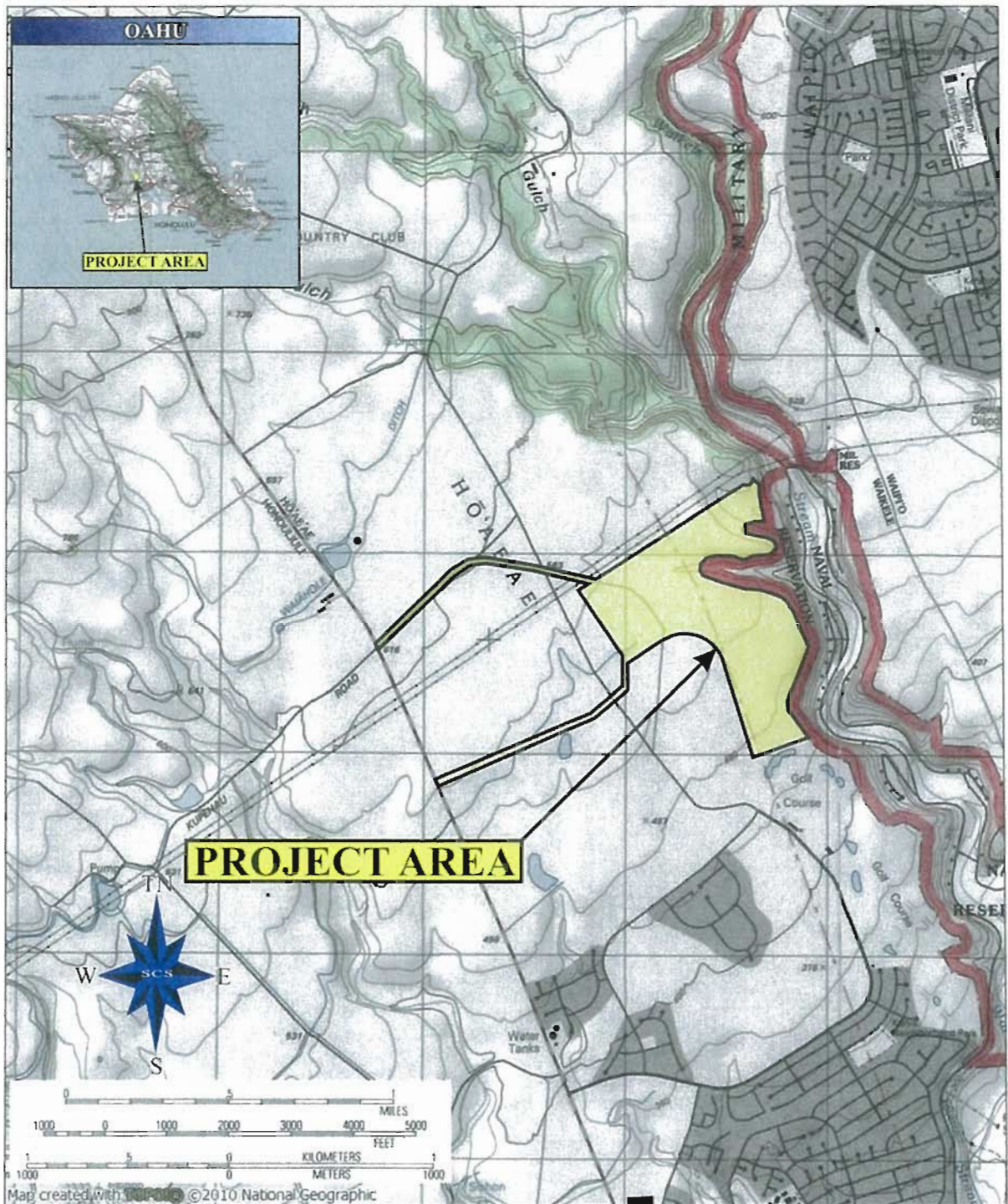
INTRODUCTION

At the request of Ms. Tracy Furuya of Group 70 International, Inc., Scientific Consultant Services (SCS), Inc. conducted an Archaeological Inventory Survey (AIS) of approximately 161-acres of land in preparation for the placement of a solar panel farm located in Kunia, Ahupua'a of Waikele, 'Ewa District, Island of O'ahu, Hawai'i [TMK: (1) 9-4-002:052] (Figures 1, 2 and 3).

According to the City and County of Honolulu's Real Property Tax Assessment website (www.honolulupropertytax.com) accessed on June 6, 2014, the current project area identified as TMK: (1) 9-4-002:052, 161.023-acres, is privately owned by Robinson Kunia Land LLC.

Fieldwork for this project was conducted over a period of ten days in April, May, and July (April 23, 24, 25, 28, and 30, May 1, 2, and 5, and July 17-18, 2014) by SCS archaeologists Guerin Tome, B.A., and Elizabeth Pestana, B.A., under the direction of the Principal Investigator Robert L. Spear, Ph.D. The Archaeological Inventory Survey was performed in order to identify and document archaeological sites. Documentation of the archaeological sites included evaluating the significance of the sites and gathering sufficient information on the sites to be incorporated into the report.

The current project area was previously part of a larger archaeological investigation. In the 1988 Archaeological Walk-Through Survey by Archaeological Consultants of Hawaii (Kennedy 1988), no archaeological sites were identified. However, based on the current AIS fieldwork, a total of two SCS temporary sites (TS-1 and TS-2) were identified; the State Historic Preservation Division (SHPD) later determined that TS-1 lacked sufficient integrity to be assigned a State Site number but TS-2 (a historic plantation road complex consisting of three features) was assigned state site number Sites 50-80-08-7671. Limited subsurface testing was also conducted in the form of six Shovel Probes (SP-1 through -6) (ranging from 0.3 m by 0.3 m to 0.4 m by 0.5 m) placed in different locations within the property in order to examine the stratigraphy of the area as well as search for archaeological cultural material. The pedestrian survey found three pieces of pre-Contact cultural material while Historic and Modern material were found in the majority of the Shovel Probes. The results of the Archaeological Inventory Survey and recommended action are discussed below.



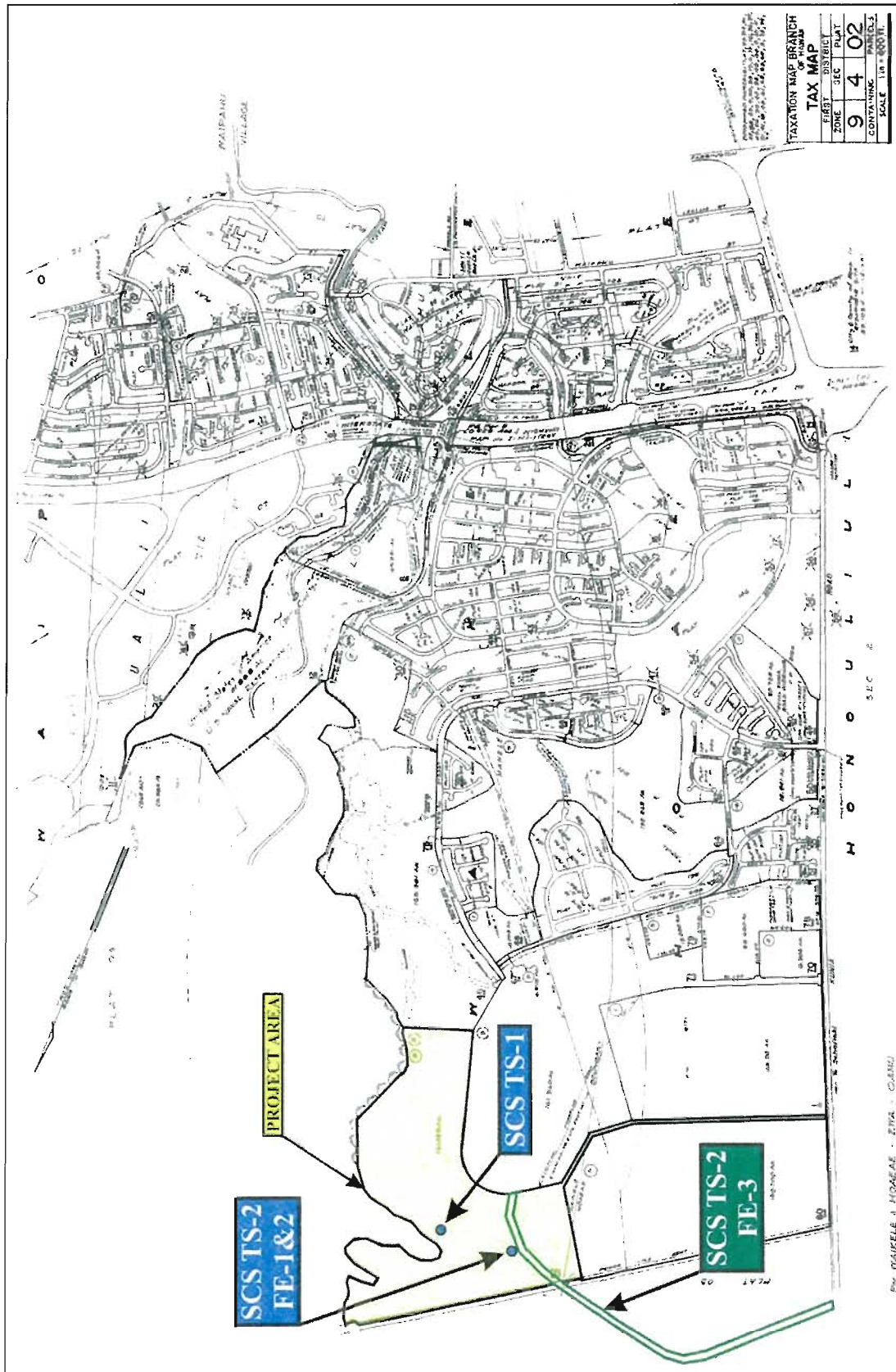


Figure 2: Tax Map Key 9-4-002: 052 Showing Project Area Location.



Figure 3: Google Map Showing Project Area Location.

GEOGRAPHIC SETTING

The current project area is comprised of one property [TMK: (1) 9-4-002:052] situated within Kunia, Waikele *ahupua'a*, 'Ewa District, Island of O'ahu, Hawai'i. The project area falls within the Ahupua'a of Waikele which extends from the Schofield Plateau into the West Loch of Pearl Harbor. Waikele is characterized by several different landforms which compose the topography of the area: coastal plains in the *makai* (towards the sea) portion by Pearl Harbor and slopes and gulches in the *mauka* (towards the mountains) portion towards Schofield Plateau. Waikele *ahupua'a* consists of developed and non-developed land, and extends from c. 3 feet to 1,000 feet above mean sea level (amsl).

The project area is located in the middle portion of the *ahupua'a*. The entire east portion of the project parcel is bounded by Waikakalaua Gulch. The rest of the project parcel is currently bounded by agricultural property: TMK (1) 9-4-003:001 to the north, TMK (1) 9-4-002:080 and TMK (1) 9-4-002:071 to the west, and TMK (1) 9-4-002:046 to the south. The project area is roughly L-shaped and fairly level with an elevation ranging from 460 to 560 feet above mean sea level (amsl).

SOILS

According to Foote *et al.* (1972:78, 79, 96, 116; Map Sheet Number 42, 43) a total of five soil types are present within the current project area – Lahaina Series LaA, LaB, LaC, and LaC3, and Molokai silty clay loam (MuB). The Lahaina soils series consists of well-drained soils on uplands where the soils developed in material weathered from basic igneous rock. They are nearly level to steep with elevations from 10 to 1,500 feet. These soils are used for sugarcane, pineapple, truck crops, pasture, home sites, and wildlife habitat. Lahaina silty clay (LaA) with 0 to 3 percent slopes has slow runoff and slight erosion hazard. Lahaina silty clay (LaB) with 3 to 7 percent slopes has moderate permeability, slow runoff, and slight erosion hazard. Lahaina silty clay (LaC) with 7 to 15 percent slopes has medium runoff and moderate erosion hazard. Lahaina silty clay (LaC3) with 7 to 15 percent slopes is typically severely eroded. The soil profile I similar to LaC except that most of the surface layer and, in places, part of the subsoil have been removed by erosion. Runoff is medium and erosion hazard is severe.

Molokai silty clay loam (MuB) with 3 to 7 percent slopes has slow to medium runoff and slight to moderate erosion hazard. On Oahu, there are small areas of dark reddish-brown silty clay loams that overlie fine-textured, gravelly alluvium and small areas of dark reddish-brown

silty clay soils that have a mottled subsoil. This soil is used for sugarcane, pineapple, pasture, wildlife habitat, and homesites.

CLIMATE

The area in which the project area lies is the semi-arid central region of Oahu. Waikele typically receives between 30 to 40 inches of rainfall a year most of which occurs in fall and winter (Price 1983:56). The project area is unlikely to receive much upland runoff given the lack of streams directly emptying onto the project area. The closest water feature to the project area was identified as the perennial Waikakalaua Stream (also known as Waikele Stream) located to the east and a reservoir to the southwest

VEGETATION

At present, the project area vegetation consists of both introduced and indigenous vegetation including *koa haole* (*Leucaena glauca*), broomweed (*Sida rhombifolia*), golden crown beard (*Verbesina encelioides*), *ilima* (*Sida fallax*), *uhaloa* (*Waltheria americana*), *ko'oko'olau* (*Bidens sp.*), *lilikoi* (*Passiflora edulis*), Flora's paintbrush (*Emilia fosbergii*), spiny amaranth (*Amaranthus spinosus*), Popping Amaranth (*Amaranthus sp.*), garden spurge (*Euphorbia sp.*), cactus (*Opuntia sp.*), pigweed (*Portulaca oleracea*), castor bean (*Ricinus communis*), cheeseweed (*Malva parviflora*), black wattle (*Acacia mearnsii*), tobacco plant (*Nicotiana sp.*), African tulip (*Spathodea campanulata*), albizza (*Albiza sp.*), cherry tomato (*Solanum lycopersicum*), hogweed (*Boerhavia sp.*), and camphorweed (*Pluchea sp.*)

PRE- AND POST-CONTACT BACKGROUND

Recent re-evaluation of radiocarbon dates suggests that the Hawaiian Islands were first settled between A.D. 850 and 1100 by Polynesians sailing most likely from central East Polynesia (Kirch 2011:24). Archaeological settlement pattern data indicates that the initial colonization and occupation of the Hawaiian Islands first occurred on the windward shoreline areas of the main islands. Greater population expansion to inland areas and agricultural development on the leeward side of O'ahu was likely to have begun early in what is known as the Expansion Period (A.D. 1200-1400) (Kirch 1985). Coastal settlement was still dominant, but populations began exploiting and living in the upland (*kula*) zones.

In general, several terms, such as *moku*, *ahupua'a*, *'ili* or *'ili 'āina* were devised to describe various traditional land sections and divisions. A district (*moku*) contained smaller land

divisions (*ahupua'a*), which customarily continued inland from the ocean and upland into the mountains. Extended household groups living within the *ahupua'a* were, therefore, able to harvest from both the land and the sea. Since the Polynesian economy was based on agricultural production and marine exploitation, animal husbandry, and utilizing forest resources, this situation ideally allowed each *ahupua'a* to be self-sufficient by supplying needed resources from different environmental zones (Lyons 1875:111). The *'ili 'āina*, or *'ili*, were smaller land divisions next in importance to the *ahupua'a* and were administered by the chief who controlled the *ahupua'a* in which the *'ili* were located (*ibid*:33; Lucas 1995:40). The *mo'o 'āina* were narrow strips of land within an *'ili*. The land holding of a tenant, or *hoa 'āina*, residing in an *ahupua'a* was called a *kuleana* (Lucas 1995:61).

The island of O'ahu ranks third in size of the eight main islands in the Hawaiian Archipelago. Oral history notes that the division of O'ahu's lands into districts (*moku*) and sub-districts (*'ili*) was performed by a ruling chief, the *ali'i nui* Mā'ili-kūkahi, during the early part of the 16th century (Kamakau 1991:53-56; Cordy 2002:23). It was Mā'ilikukahi who had the Island of O'ahu thoroughly surveyed, and permanently defined the boundaries between the different divisions and lands (Fornander 1969:89). Mā'ilikukahi created six districts and six district chiefs (*ali'i 'ai moku*). Land was considered the property of the king or *ali'i 'ai moku* (chief who rules a *moku*) (Pukui and Elbert 1986: 20), which he held in trust for the gods. The title of *ali'i 'ai moku* ensured rights and responsibilities to the land, but did not confer absolute ownership. The king kept the parcels he wanted, his higher chiefs received large parcels from him and, in turn, distributed smaller parcels to lesser chiefs. The *maka 'āinana* (commoners) worked the individual plots of land. It is said that Mā'ilikukahi gave land to *maka 'āinana* all over the island of O'ahu (*ibid*). The six districts of O'ahu were Wai'anae, 'Ewa, Waialua, Ko'olauloa, Ko'olaupoko, and Kona at the time of contact.

The settlement pattern, and timing of land utilization, may be divided into several general periods: the pre-Contact period, the Māhele, the post-Contact/Historic period, and the present land use. Together, these periods create a synthesis of land use in and near the project area as well as provide a basis on which archaeological researchers explored succinct research questions during reconnaissance and sampling work. These time periods are summarized below.

PRE-CONTACT PERIOD

The commonly accepted paradigm of Hawaiian settlement is that the earliest settlements were located in the wet, windward regions. As population pressure increased or politics changed, populations began to branch out into leeward, less hospitable regions of Hawai'i, adapting their

cultivation strategies as they moved into dryer climates (Cordy 2002:8). As mentioned above, the pre-Contact Hawaiian economy was based on agricultural production and marine resource exploitation, as well as raising livestock (*i.e.*, dogs, pigs, chickens), and collecting wild plants and birds. During the pre-Contact Period (pre-1778), there were primarily two types of agriculture, wetland and dry land, both of which were dependent upon geography and physiography. River valleys provided ideal conditions for wetland *kalo* (taro, *Colocasia esculenta*) agriculture that incorporated pond fields and irrigation canals. Other cultigens, such as *kō* (sugar cane, *Saccharum officinarum*) and *mai'a* (banana, *Musa sp.*), were also grown and, where appropriate, such crops as *'uala* (sweet potato, *Ipomoea batatas*) were cultivated. This was the typical agricultural pattern seen during pre-Contact times on all the Hawaiian Islands (Kirch and Sahlins 1992, Vol. 1:5, 119; Kirch 1985).

The current project is located in Waikele Ahupua'a, 'Ewa District. Waikele means "muddy water" while 'Ewa translates to "crooked" (Pukui *et al.* 1974: 28, 223). 'Ewa District is a major leeward district and played an important role in Hawaiian history. Traditionally, the bays of 'Ewa District provided the most conducive location and ideal conditions in all of the Islands for the building of fishponds and fish traps (Handy and Handy 1972: 469-470). This in turn provided an abundant variety of marine resources and helped make 'Ewa an *ali'i* stronghold. The runoff from the upland streams provided ample water for irrigation during the dry season making it an ideal locale for the cultivation of taro. 'Ewa District was renowned for its "rare and delicious taro" (*ibid.*). This particular type of taro, called *kai*, was native to 'Ewa District and surpassed the other taro varieties in terms of productivity and longevity. This *kalo* was said to be known throughout the Island as the *kalo* that visitors gnaw on and want to live until they die in 'Ewa (Sterling and Summers 1978:8). In addition, the upland valleys supported populations of avifauna which were prized for their feathers which were utilized in the making of leis and feathered capes and helmets (*ibid.*: 470).

Sterling and Summers (1978) relate numerous accounts of legends involving Waikele in the 'Ewa District. Many of the legends involve gods and goddesses, *ali'i*, and accounts of life and the bountiful resources within the area ('Ī 1959:32; Kamakau 1992:71, 75, 136, 137; Sterling and Summers 1978:24-31). Additional legendary figures such as Hi'iaka and Kahalaopuna are said to have passed through during part of their epic journeys. It should be noted that much of the literature and references to Waikele tends to favor the *makai* portion of the *ahupua'a*.

THE MĀHELE

In the 1840s, traditional land tenure shifted drastically with the introduction of private land ownership based on western law. While it is a complex issue, many scholars believe that in order to protect Hawaiian sovereignty from foreign powers, Kamehameha III was forced to establish laws changing the traditional Hawaiian economy to that of a market economy (Daws 1968:111; Kame‘eleihiwa 1992:169-70, 176; Kelly 1998:4, 1983:45; Kuykendall 1938, Vol. I:145 footnote 47, 152, 165-6, 170).

Once Article IV of the Board of Commissioners to Quiet Land Titles was passed in December 1845, the legal process of private land ownership began. The Māhele of 1848 divided Hawaiian lands between the king, the chiefs, the *konohiki* (land/resource managers), and the government. The subsequently awarded parcels were called Land Commission Awards (LCAs). After this initial division and the establishment of private ownership, lands were made available for the *maka‘āinana* (commoners) under the Kuleana Act of 1850 (so named because the land holding of a tenant residing in an *ahupua‘a* was called a *kuleana* [Lucas 1995:61]). If the *maka‘āinana* had been made aware of the procedures, were able to claim the plots on which they had been cultivating and living. These claims did not include any previously cultivated but presently fallow land, *‘okipu‘u* (forest clearing), stream fisheries, or many other resources necessary for traditional survival (Kelly 1983; Kame‘eleihiwa 1992:295; Kirch and Sahlins 1992). If occupation could be established through the testimony of two witnesses, the petitioners were awarded the claimed LCA and issued a Royal Patent after which they could take possession of the property (Chinen 1961:16).

LCAs and Land Grants (lands that were made available for purchase) abound in ‘Ewa District. At the time of the Māhele (1848), 124 land Court Awards were issued in Waikele. *ahupua‘a*. A search of the Waihona ‘Aina Database (2014) and archival research indicated that the subject property was associated with a LCA. The project property was part of LCA 4:1 (*Āpana* No. 1 of Mahele Award No. 4), Royal Patent 4486, 2, 829-acres, Waikele *ahupua‘a*, Pouhala ‘ili that was granted to Luluhiwalani (Indices of Awards 1929:168). The LCA was designated *kula* land which means that it was primarily used for open vegetation and cultivation in the form of dry land agricultural plots.

THE POST-CONTACT PERIOD AND PRESENT LAND USE

The post-Contact Period use of lands in Waikele differed between the *makai* and *mauka* portions. Much of the population of Waikele was concentrated around the *makai* portion of the *ahupua‘a* due to the natural resources available. Some parts of the *mauka* portion of Waikele

were also inhabited but the majority of the land was used for agricultural pursuits. Once land became available through the Māhele, large grants of land in Districts throughout the island were leased or sold to foreigners for commercial ventures such as ranching and agriculture. Ranching became an early commercial success once a 1794 *kapu* (prohibition) by Kamehameha I was lifted and cattle could be legally hunted for their skins, tallow, and meat. Providing these and other cultivated western resources to an ever-increasing foreigner population meant a great profit for those who took the opportunity.

During the middle to late 19th century and into the 20th century, sugarcane and pineapple became dominant cash crops in Hawai‘i. The beginning of the sugar industry in the Hawaiian Islands came in 1835, when Peter Allan Brinsmade, William Ladd, and William Hooper—all New Englanders with missionary connections who had come to Honolulu in 1833 to establish a mercantile trading house—decided that the greatest commercial opportunities in the islands lay in agriculture (Hussey 1962). The establishment of the Oahu Railway and Land (OR & L) Company in 1889 and subsequent construction of railroads allowed the agricultural areas to connect to processing facilities and market places, enabling the easier transportation of agricultural products. ‘Ewa District and Waikele. Ahupua‘a played an active role in the sugar industry as part of the Oahu Sugar Company. A 1925 Oahu Sugar Company map indicates that the project area (fields 23 and 49) and surrounding lands were turned into sugarcane fields (Figure 4). In general, the Plantation Era on O‘ahu extended from ca. 1835 through the early to mid 1900s.

In the early to mid-1900s, with the advent of World War II, ‘Ewa District saw a portion of its lands turned into military facilities. In Waikele *ahupua‘a*, large portions of the West Loch of Pearl Harbor, Waikakalaua Gulch, and Schofield Plateau were turned into military facilities.

SELECTED PREVIOUS ARCHAEOLOGICAL WORK

Several archaeological surveys have been conducted within the vicinity of the project area as well as within the project area. These surveys are summarized below (see Figure 5).

In 1933 McAllister reported on the locations of Mokoula Heiau (State Site No. 50-80-09-127) and Hapupu Heiau (State Site No. 50-80-09-129) in the Waipahu area and relayed that both *heiau* had been destroyed (McAllister in Sterling and Summers (1978:25) and McAllister



Figure 4: 1925 Map of Oahu Sugar Company Sugarcane Fields Showing Project Location (Conde and Best 1973)

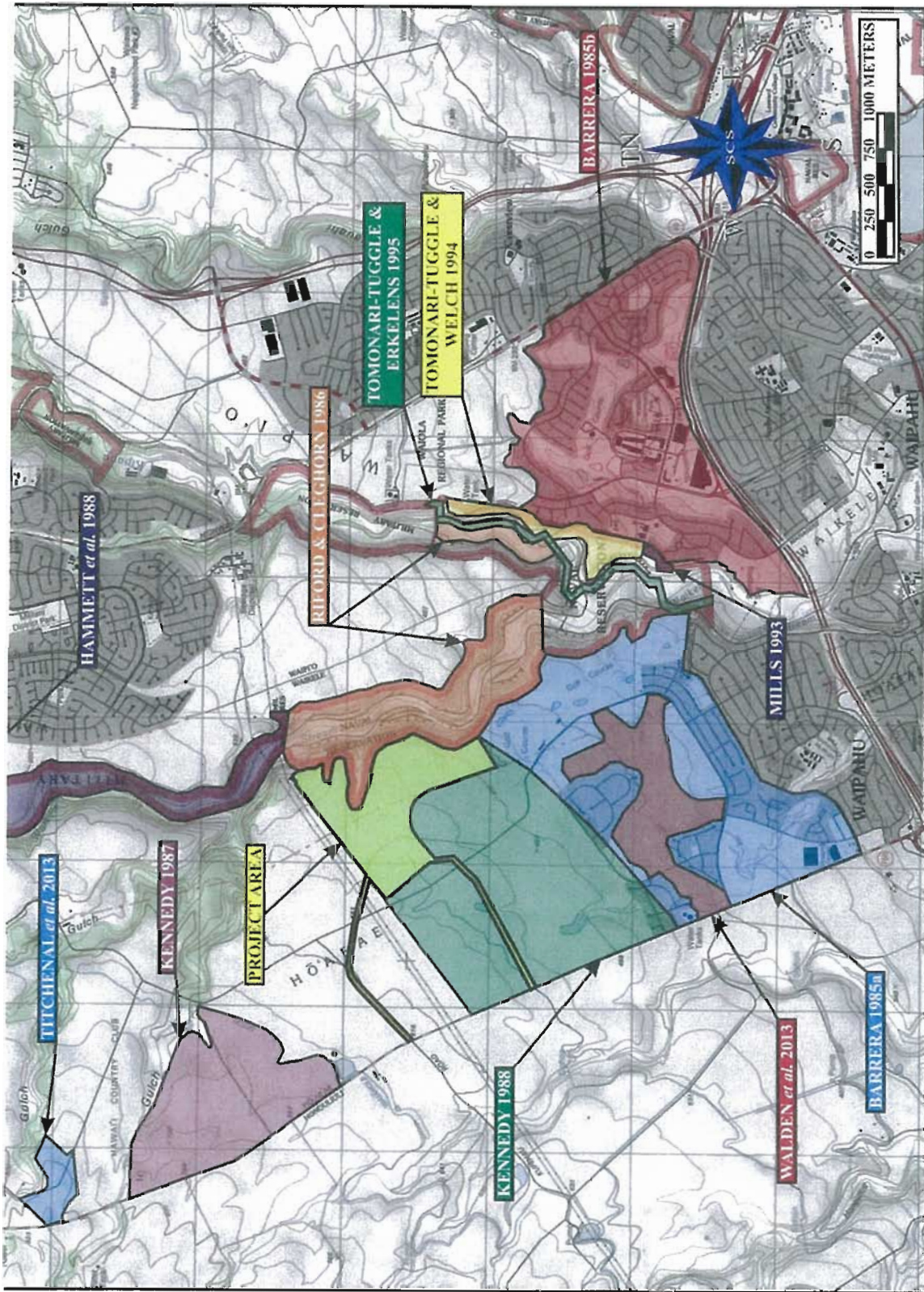


Figure 5: Map of Previous Archaeology Showing Project Area Location.

1933:106). Also in the vicinity, the Bishop Museum identified a Traditional Hawaiian petroglyph site displaying human figures and dogs; this particular site was designated as Bishop Museum Site No. OA-B5-12 (Sterling and Summers 1978:25; Cox and Stasack 1988:96-97).

In July of 1985, Barrera conducted an archaeological reconnaissance survey located at TMK: (1) 9-4-002: portion of parcel 001, Village Park, Waipahu. The survey was conducted on approximately 692-acres of land under sugarcane cultivation. The project area was adjacent to Waikele Gulch on the east, Kunia Road on the west, the existing Village Park subdivision on the south, and sugarcane field to the north. The two-day surface survey yielded negative findings (Barrera 1985a)

In August 1985, Barrera conducted an archaeological reconnaissance of a property located at TMK: (1) 9-4-002:012 and 013 in Waikele. The project area consisted of approximately 586-acres of land under sugarcane cultivation that is bounded on the west by Waikele Gulch, on the south by the H-1 Freeway, on the northeast by Kamehameha Highway, and on the north by pineapple fields. The two-day surface survey yielded negative findings (Barrera 1985b).

In 1986, Riford and Cleghorn conducted an archaeological survey of portions of the Waikele Branch of the Lualualei Naval Magazine. The survey consisted of 264-acres of land within Waikakalaua Gulch and Kipapa Gulch. Five sites were identified along Waikakalaua Gulch – State Sites 50-80-09-2919 through -2923. State Site 50-80-09-2919 consisted of a pre-Contact rockshelter with cultural materials scattered on the interior surface of the site. State Site 50-80-09-2920, three caves, was described as a pre-Contact temporary habitation site. Likewise, State Site 50-80-09-2921 consisted of a cave and crawl space with surface cultural material. State Site 50-80-09-2922 is a probably historic basalt rock quarry located in and on the edge of a 3.5 m deep ravine of an intermittent tributary of Waikakalaua Stream. The site contained basalt flakes with some boulders displaying negative flake scars (Riford and Cleghorn 1986: 38, 48). State Site 50-80-09-2923 is a stone wall located at the top of Waikakalaua Gulch. The wall is constructed of stacked, angular, basalt boulders with angular, cobble-sized, flake core fill. The wall probably functioned as a road facing and vehicle retaining wall (*ibid*: 48). The survey also noted that Historic features were observed on both sides of Waikakalaua Stream and at the top of the Gulch. Of these sites, State Sites -2922 and -2923, both Historic sites, are just beyond the east boundaries of the project area.

In 1987, Archaeological Consultants of Hawaii (Kennedy 1987) conducted a walk-through reconnaissance of a 203.171-acre parcel located at TMK 9-4-04. The property was used for sugarcane cultivation and had an existing ditch, Waiahole Ditch, and two reservoirs. These facilities were associated with the late Historic period and associated with plantation activities. The survey concluded with negative findings for above ground archaeological sites.

In 1988, Cultural Surveys Hawaii (Hammatt *et al.* 1988) conducted an archaeological survey of approximately 422-acres along Waikakalaua Stream in Waikakalaua Gulch (also known as Waikele Gulch). The survey was conducted for the Waikakalaua Storage Tunnels. One site was identified during the survey and consists of two historic sugarcane terraces. No other archaeological sites or artifacts were identified.

In 1993, Mills conducted an archaeological inventory survey of two transmission line realignments totaling approximately 2,000 linear feet on the edge of Waikele Gulch. The study had negative findings for archaeological sites and artifacts.

In 1994, International Archaeological Research Institute (IARII), Inc reported on an Archaeological Inventory Survey conducted in preparation for the Navy Family Housing at the Waikele Branch of Naval Magazine Lualualei. This survey yielded negative results (Tomonari-Tuggle and Welch 1994). Two historic properties were identified: State Site 50-80-09-4935 (pre-contact rock shelter and adjacent cave containing indigenous Hawaiian artifacts) and State Site 50-80-09-4936 (20th century railroad bed).

In 1995, IARII conducted an archaeological survey of a 46kV Sub-Transmission Line through NAVMAG-Waikele (Tomonari-Tuggle and Erkelens 1995). Two sites were located. State Site 50-80-09-4936, a rockshelter and adjacent cave containing cultural materials, was located just north of the intersection of Coleman Road and Upper Charlie Road. State Site 50-80-09-4936, a 50 m long, narrow terrace, was found on the north bank of Kipapa Stream below Prime Road.

In 2013, Pacific Consulting Services (PCSI), Inc. (Titchenal *et al.* 2013) conducted an archaeological assessment on 37-acres of land situated on a plateau east of Kunia Road and bordered by Huliwai Gulch on the north and 'Ekahanui Gulch on the south, and Waihole Ditch on the east. . Besides Modern debris and agricultural features such as water irrigation components, no archaeological sites or cultural materials were found during this archaeological investigation.

In 2013, PCSI (Walden *et al.* 2013) conducted an archaeological assessment of approximately 152-acres located within the Royal Kunia subdivision area. This area was first surveyed in 1985 by Barerra which is discussed above. The study found several modern features within the property but concluded that no historical or traditional cultural features or artifacts were identified.

PREVIOUS ARCHAEOLOGICAL WORK IN THE PROJECT AREA

Archival research indicated that the subject property was included in an Archaeological Walk-Through Survey conducted in November 1988 by Archaeological Consultants of Hawaii. This survey covered 670-acres of TMK: (1) 9-4-002: portion of 001 and 091 (Kennedy 1988). Due to the intensive sugarcane cultivation at the time of survey, Kennedy suggested that the prospect of identifying archaeological sites remaining above ground were remote. This investigation yielded negative findings and Kennedy suggested that the subject property offers little opportunity for subsurface recovery. The 670-acres from this survey overlaps the current project area.

EXPECTED FINDINGS WITHIN THE PROJECT AREA

Based on the available physiographic and archaeological research, the subject property has undergone extensive disturbance from commercial sugarcane cultivation, and possible railroad and military activity, making it unlikely that any evidence of use predating the Plantation-Era is intact on the ground surface. However, it is possible that cultural deposits, features, or artifacts associated with pre- and/or post-Contact activities may be present in deposits below the existing grade, as well as Plantation-Era activities given the proximity of the Oahu Sugar Mill, and the State Sites located within the Waikele Gulch.

FIELD METHODS

FIELD METHODOLOGY

Multiple field tasks were completed during the current Archaeological Inventory Survey. First, pedestrian survey was conducted in order to identify archaeological sites and assess the proposed project area geographical/physiographical features. Transect spacing of ten to fifteen meters (32.8 to 49.2 feet) intervals was employed as ground visibility was good to fair. Once archaeological sites were located, they were marked with two types of biodegradable flagging tape: white with blue and red and white stripes. During the pedestrian survey, results were compiled on standard graphing paper as well as with digital photography. Each site was given a SCS temporary site designation (*e.g.*, TS-1) and plotted on a United States Geological Survey

(USGS) map with a handheld Garmin GPS Map 60CSx global positioning system (GPS) unit. The datum and coordinate system used for the GPS unit was NAD83 and UTM (Universal Transverse Mercator). Magnetic north compass orientation was also employed. All measurements were recorded in metric. Individual sites were also documented in plan view. Site boundaries were primarily determined by feature architecture boundaries or artifact scatter concentration.

Limited excavation was conducted during the current Archaeological Inventory Survey in the form of six Shovel Probes that were placed in different parts of the project area property. Pre-Contact artifacts were found during surface survey while Historic and Modern cultural materials were found during the surface survey and within the Shovel Probe test units.

LABORATORY METHODOLOGY

All field notes and digital photographs were curated at the SCS laboratory in Honolulu. Representative plan view sketches showing location and morphology of identified sites/features/deposits were illustrated. Pre-Contact, Historic and Modern cultural materials were collected during surface survey and excavation. Analysis was conducted for this project at the SCS O'ahu office. All data are clearly recorded on standard laboratory forms that included numbers and weights (as appropriate) of each constituent category. All materials gathered during this project (including documentation) are ultimately the property of the client, who may request their transfer subsequent to the acceptance of the final AIS report.

CURRENT ARCHAEOLOGICAL INVENTORY SURVEY RESULTS

The current Archaeological Inventory Survey was conducted on approximately 161-acres of and in Kunia, Waikele Ahupua'a, 'Ewa District, Island of O'ahu, Hawai'i [TMK: (1) 9-4-002:052] (see Figures 1 and 2). As stated elsewhere in this report, the current project area was previously subjected to an Archaeological Walk-Through Survey by Archaeological Consultants of Hawaii (Kennedy 1988) which found no remaining, above ground archaeological features. However, within the current survey perimeter, a total of two newly identified archaeological sites were documented. One of the two sites (the artifact scatter, SCS TS-1) was later determined by SHPD to lack sufficient site integrity to be assigned a State Site number. The second site (historic road complex TS-2) has been designated as State Site 50-80-08-7671 (Feature 1: alignment/ Feature 2: wall/ Feature 3: paved segments of road and railroad alignment).

Much of the project area has been mechanically impacted and subjected to modern modifications due to agricultural activity. This is evidenced through the mechanical scarring on basalt cobbles and basalt boulders in a large push pile, pieces of mortared ditch sections, agricultural irrigation systems, and active, wooden telephone posts along the north/northwest side of the project area. An earthen berm above 2 m high and approximately 3.6 m wide located in the southern half of the project area. Additionally Historic and Modern debris such as black plastic agricultural irrigation lines, thin black plastic agricultural covering for moisture retention, white PVC pipe fragments and associated black plastic pipe fittings, basalt gravel, ferrous metal railroad spikes, mortar with angular basalt gravel, and shaped basalt blocks were scattered on the project area surface.

To supplement the surface pedestrian survey, a total of six Shovel Probes were manually excavated within the project area. SP-1 and SP-2 were placed close to an earthen berm. Three pre-Contact artifacts were found on the surface in the vicinity of SP-1 and SP-2. These surface artifacts influenced the placement of SP-3 and SP-4 but no other pre-Contact artifacts were located. SP-5 and SP-6 were placed at the end of a dirt road leading from four structures visible on a 1927 USGS Waipahu map in relation to TS-1 to the southeast of the structures (Figure 6). This area was thought to be a Historic dump. The results from SP-5 and SP-6 suggest that the area is mixed fill. The shovel probes did not reveal the presence of subsurface architecture or subsurface features. The cultural materials collected from the shovel probes were analyzed at the SCS O'ahu office by Guerin Tome, B.A. The following paragraphs detail the total inventory of sites recorded during the current Archaeological Inventory Survey, the results of the shovel probes, and a summary of the artifact analysis. This includes a map detailing the location of sites identified in the 1986 Riford and Cleghorn survey in relation to the project area, the two newly identified sites TS-1 and TS-2, the six shovel probe locations, and the locations of the three pre-Contact artifacts (Figure 7).

SCS TS-1 ARTIFACT SCATTER

GPS Coordinates: East 600416/ North 2368792

Number of Features: 1

Feature Type: Artifact Scatter

Feature Function: Habitation

Feature Structural Integrity: N/A

Feature Age Association: Historic

Candidate for Preservation: No

Archaeological Recommendations: No further work

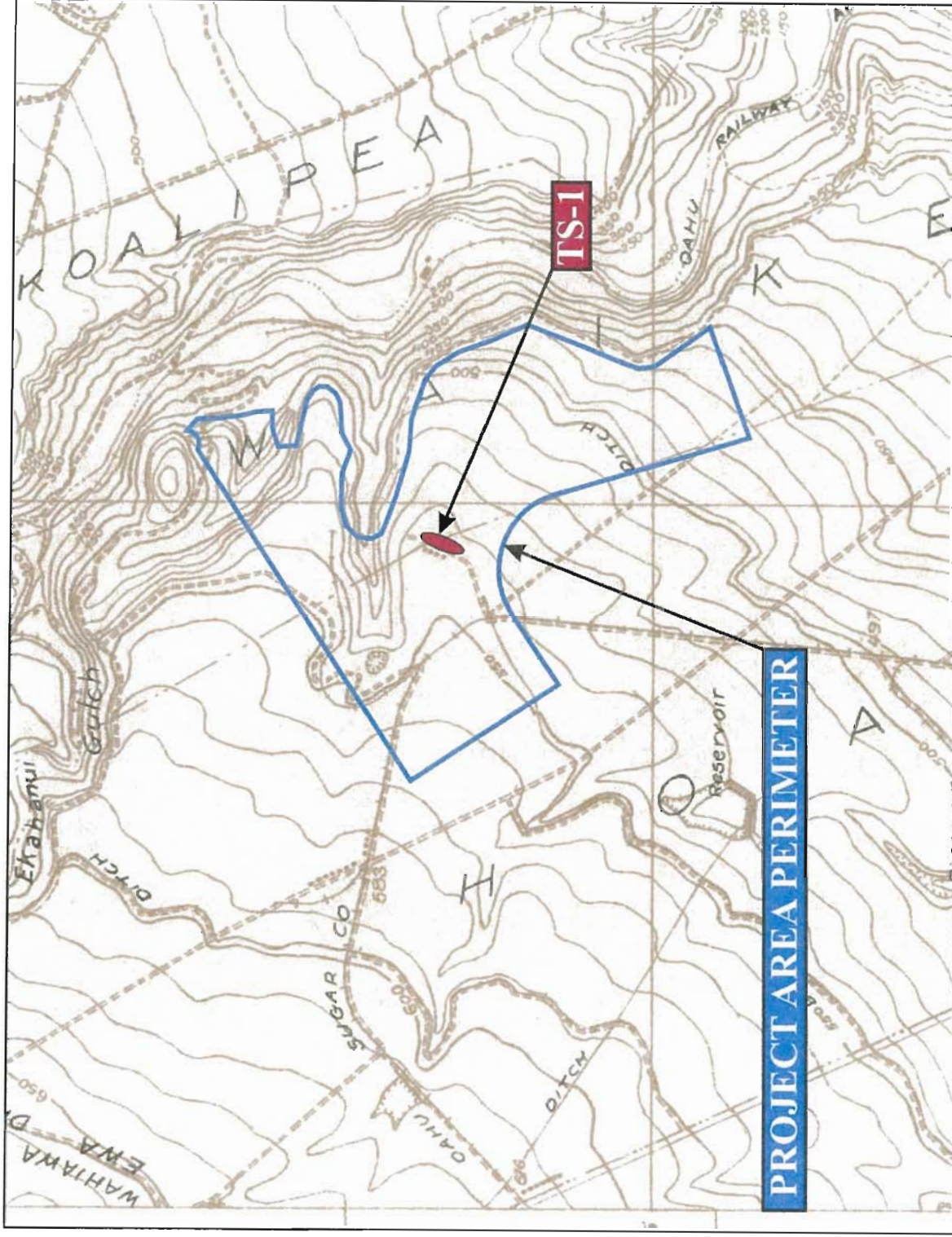


Figure 6: 1927 USGS Map of Waipahu Showing Site TS-1 Artifact Scatter in Relation to Four Structures.

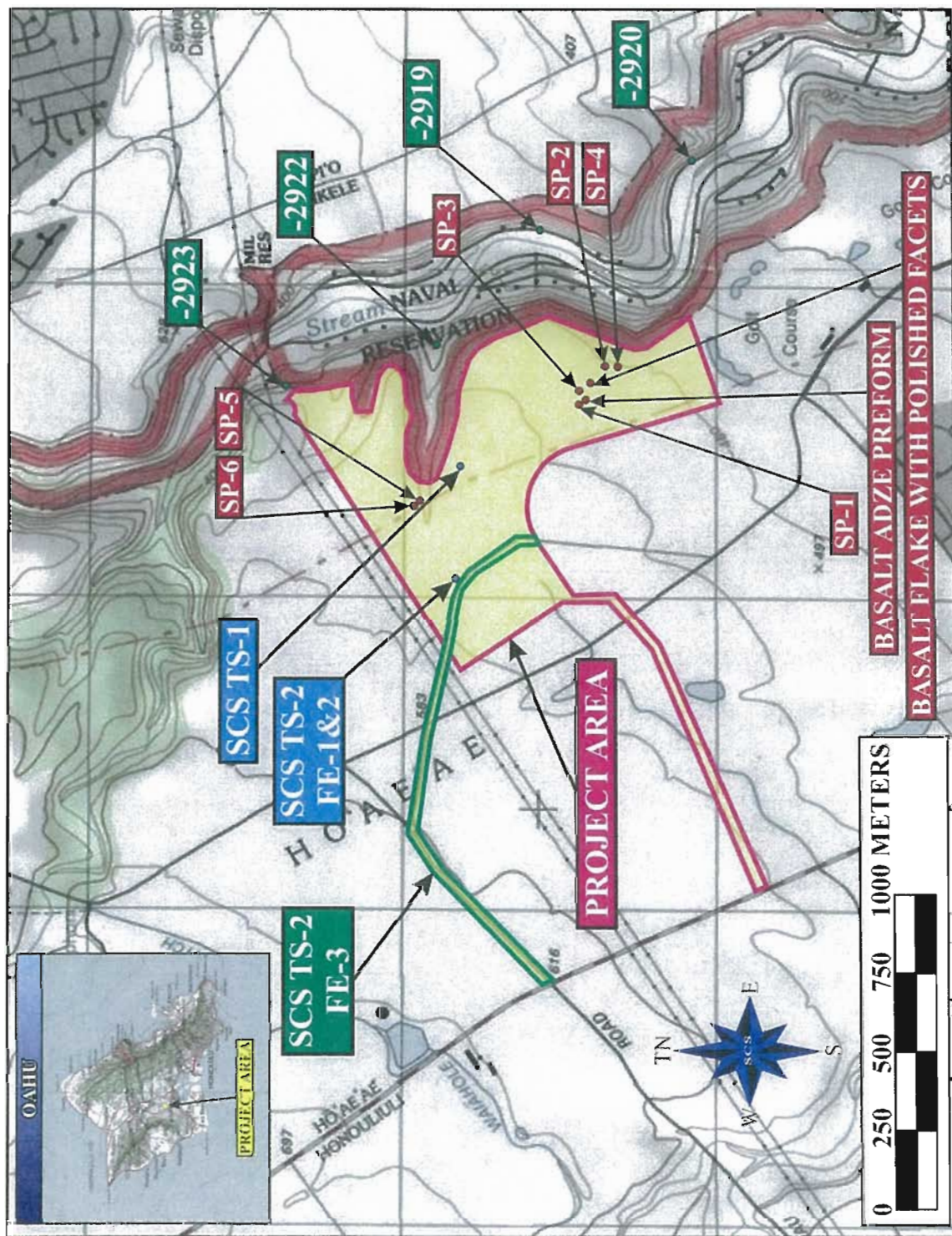


Figure 7: USGA 1998 Schofield Barracks Quadrangle Showing Project Area Location with Archaeological Sites and Artifacts.

SCS site TS-1, located approximately in the center of Tax Map Key 9-4-002:052, consisted of an artifact scatter (Figures 8 and 9). TS-1 was found on relatively flat terrain amongst vegetation. This area is a portion of the road between the agricultural fields at the highest elevation (in the agricultural field portion of the project area). The ground is a level, flat silty red clay soil with some quarried gravel and cobble. The feature is composed of fragmented materials scattered on a segment of the existing graded dirt road surface approximately 126 m long by 18 m wide with varying above ground surface heights. The site's end to end axis was orientated northeast-southwest (45°/ 225° magnetic).

Materials that comprise the feature included historic era fragments of various man-made objects such as porcelain insulators, ceramic dish sherds, colored bottle and vessel glass, and a metal buckle. The historic era materials were identified by manufacture markings as well as the quality and form of the object fragments. In addition to the historic materials the scatter included modern materials such as quarried basalt, sparse limestone gravel, chunks of broken concrete, thin black plastic erosion protection sheeting, irrigation tubing, and PVC fragments.

STATE SITE 50-80-08-7671 (SCS TS-2) ALIGNMENT/WALL/PAVED SEGMENTS

GPS Coordinates: Feature 1: East 600100 North 2368768;

Feature 2: East 600073 North 2368799

Number of Features: 3

Feature Type: Feature 1: Alignment

Feature 2: Wall

Feature 3: Paved Segments

Feature Function: Road

Feature Structural Integrity: Fair

Feature Age Association: Historic

Candidate for Preservation: No

Archaeological Recommendations: No further work

State Site 50-80-08-7671 is a Historic road complex comprised of three features located in the western portion of Tax Map Key 9-4-002:052 (Figures 10 through 16). Features 1 and 2 are located on a slight (about 2-3 degree) southwest to northeast downslope on the east shoulder of a dirt road (Feature 3). Feature 1 appears to be a partial feature which has either been destroyed or buried by mechanical means. As such, a proper tier or course count could not be properly assessed. The feature's end to end axis was orientated northwest- southeast (147°/ 327° magnetic). Modern cultural material, such as thin, black plastic for agriculture, was observed on and around the ground surface of the site. Some marine detritus was also observed.

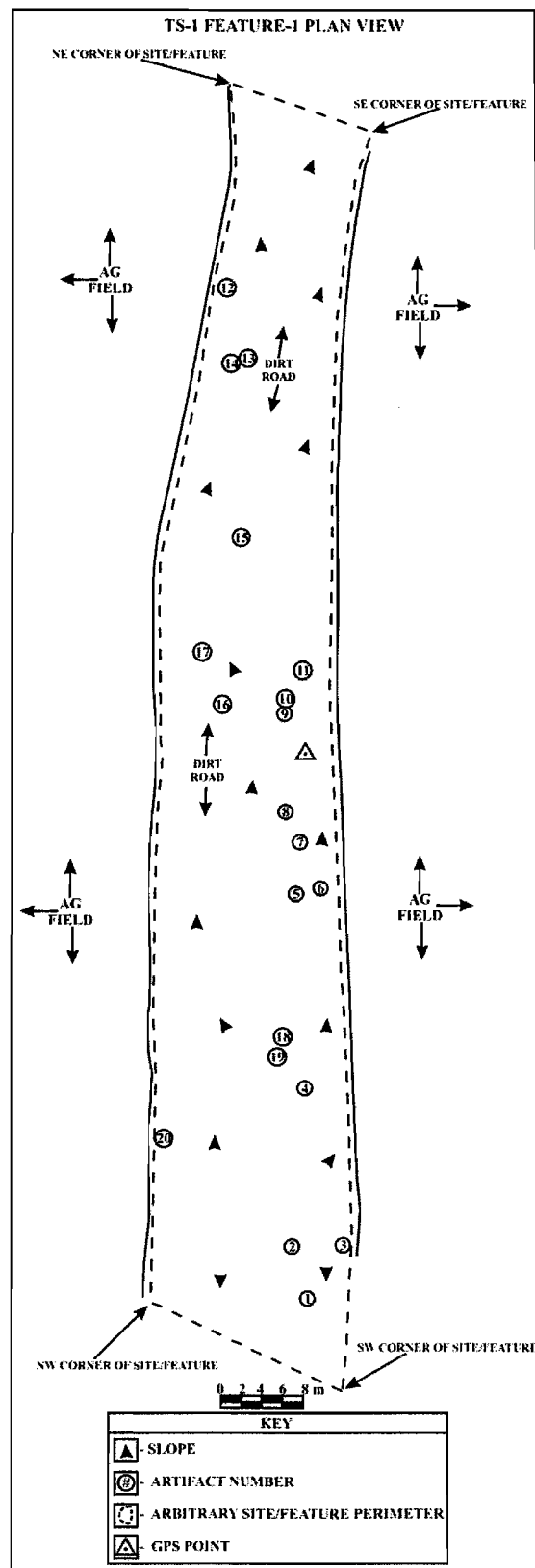


Figure 8: Plan View of SCS Site TS-1.



Figure 9: View of West Half of TS-1, Artifact Scatter. View to Northeast.

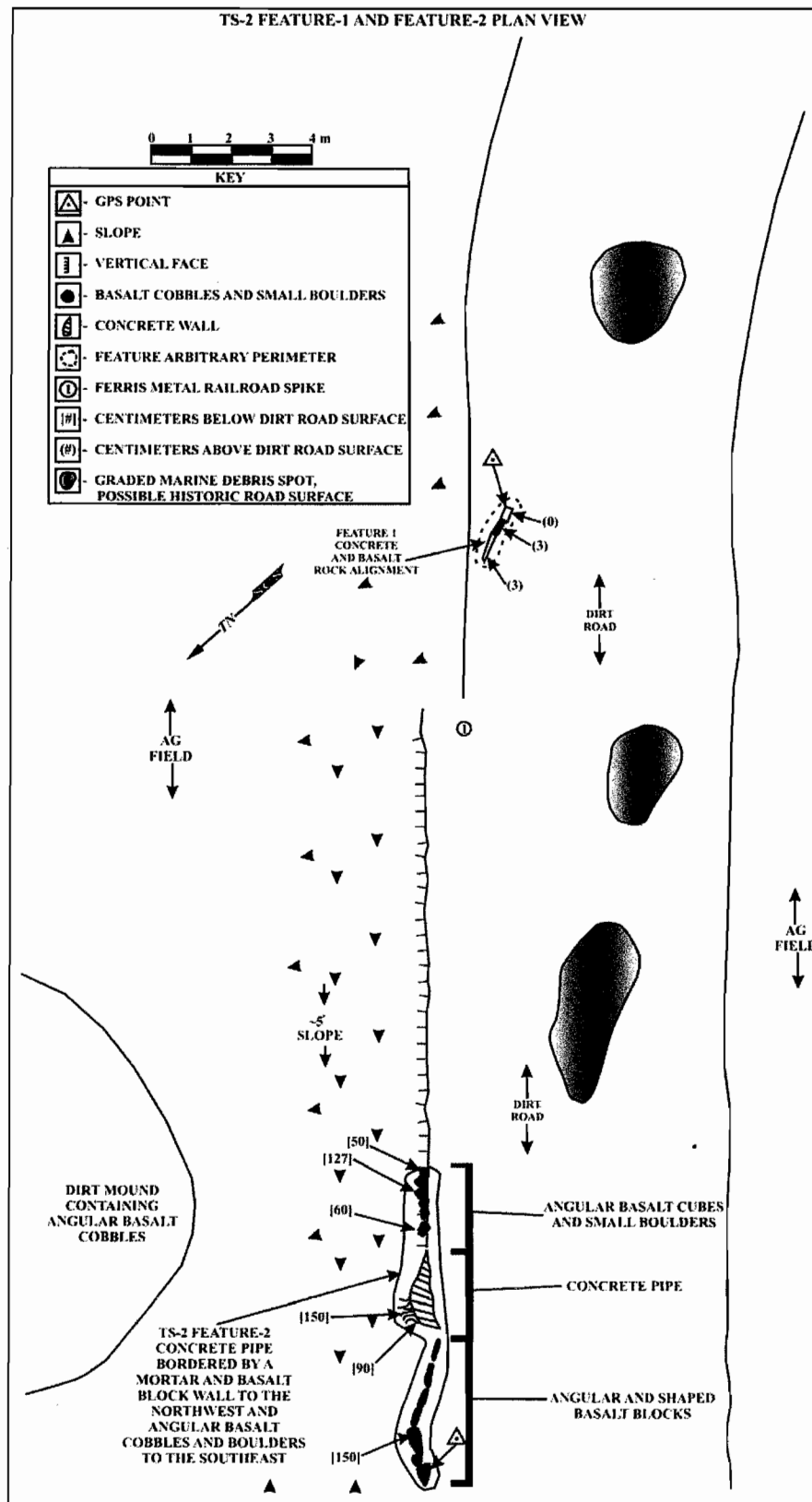


Figure 10: Plan View of State Site 50-80-09-7671 (TS-2).



Figure 11: Site TS-2 Feature 1, Concrete and Basalt Rock Alignment. View to Northwest.



Figure 12: Site TS-2 Feature 1, Concrete and Basalt Rock Alignment. View to Northeast.



Figure 13: Site TS-2, Feature 2, Angular Basalt Cobbles and Small Boulders, Concrete Pipe, and Basalt Block and Mortar Wall. View to Southwest.



Figure 14: Site TS-2, Feature 2, Angular Basalt Cobbles and Small Boulders. View to Southwest.

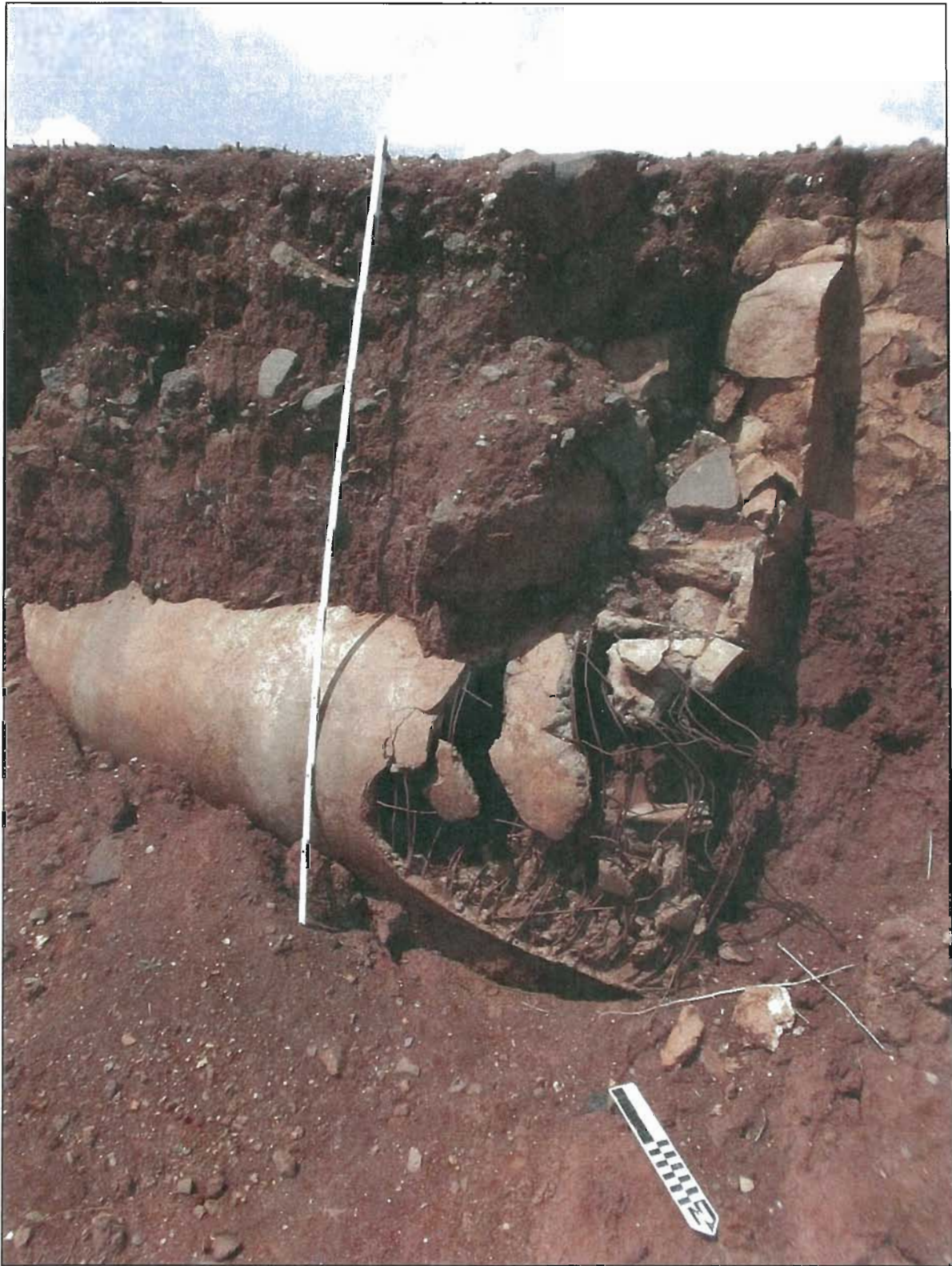


Figure 15: Site TS-2, Feature 2, Concrete Pipe. View to Southwest.



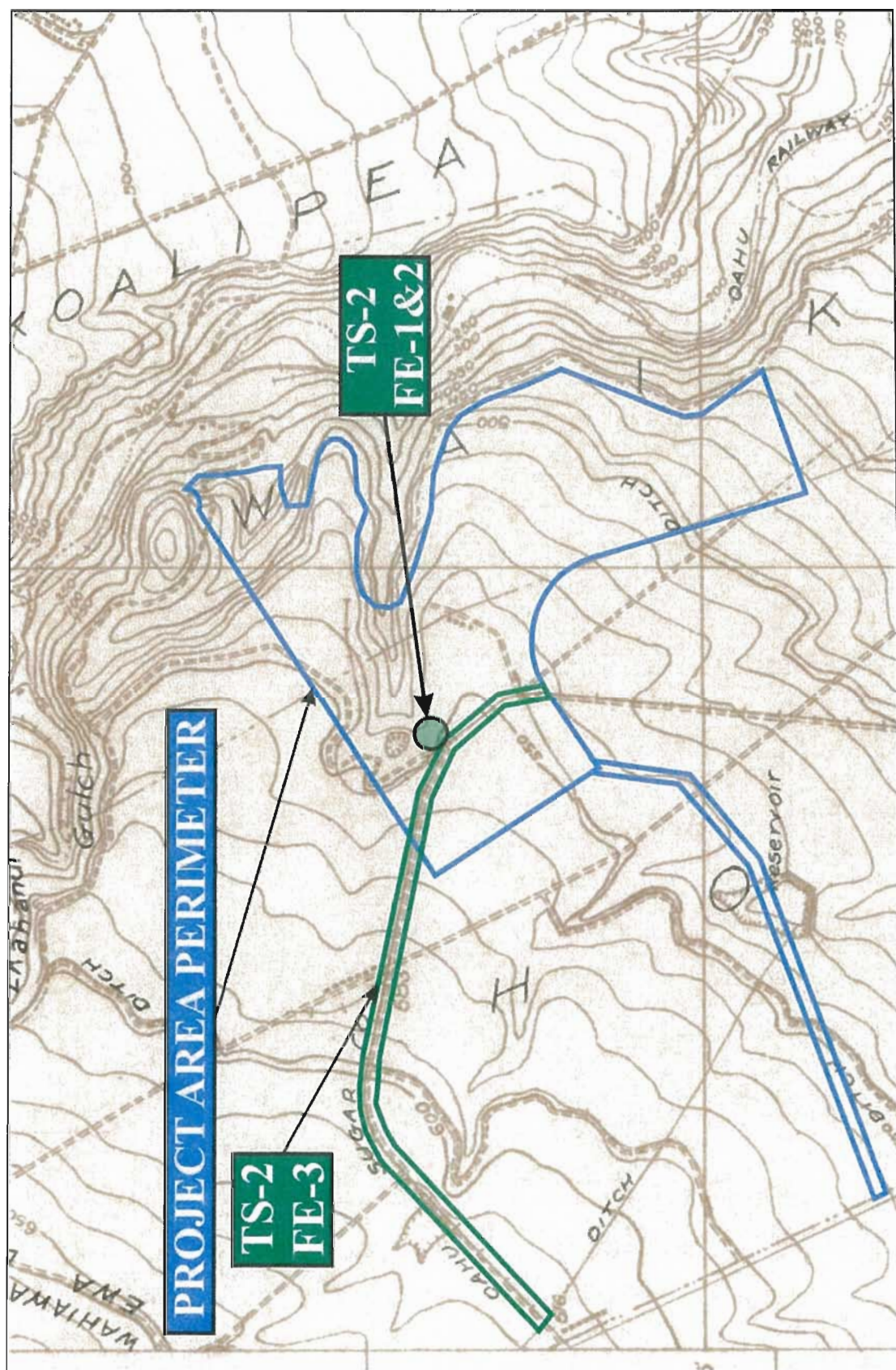
Figure 16: Site TS-2, Feature 2, Concrete Pipe and Basalt Block and Mortar Wall. View to Northwest.

Feature 2 is a linear feature that consists of three components: a mortar and basalt block wall located subsurface but exposed in profile, a concrete pipe, and angular basalt cobbles and boulders. The wall has at least five courses of basalt blocks some of which do not have mortar. Angular basalt cobbles have been employed in the wall as chinking. The northwest portion of the two upper courses of basalt block does not have mortar and employs the chinking more than the rest of the wall. Closer toward the southeast end of the mortar and basalt block wall is a near 90 degree bend which the wall used to go over the concrete pipe. The concrete pipe is constructed of concrete reinforced with 4 mm diameter ferrous metal wire. The interior diameter of the concrete pipe is 60 cm with a wall thickness of 4 cm. The last component of the feature is a congregation of angular basalt cobbles and small boulders located on the east side of the concrete pipe. This portion of the feature is not mortared but piled. All three components of Feature 2 are located below the surface of the existing dirt road. The entire feature is approximately 8 m long. The feature's end to end axis was orientated northwest- southeast (122°/ 302° magnetic). Portions of Feature 2 have been destroyed and displaced to create an earthen depression for water drainage. Feature 2 is located roughly 15 m northwest of Feature 1. Some modern cultural material in the form of thin, black agricultural plastic was observed along with historic marine detritus.

Feature 3 consists of portions of a Historic plantation road and former railway route, much of which has been mechanically impacted and subjected to modern modifications (this corridor is still actively used as an access road into and across the project area). This former transportation corridor is clearly visible in the 1927 USGS map of the area (Figure 17). Based on the results of the survey the road and rail alignment were paved with a tamped layer of crushed coral and dredged marine and reef detritus, visible today either as segments of coral pavement or as coral pebble remnants embedded in the current dirt roadbed (Figures 18-20). Heavily corroded iron railroad spikes were also recovered from the surface of the corridor (Figure 21). This feature is in poor condition and lacks integrity.

SHOVEL PROBE 1 (E 600633/ N 2368398)

The purpose of Shovel Probe 1 (SP-1) was to locate archaeological cultural material, archaeological subsurface features, or buried cultural deposits. Shovel Probe 1 was located on the north side of the earthen berm of the east-west dirt road. Measuring approximately 0.3 m long and 0.3 m wide, SP-1 was excavated to a maximum depth of 0.50 m below the soil surface. No archaeological cultural material was found during the excavation of SP-1. The excavation of SP-1 revealed the presence of two soil strata (Figures 17 and 18).



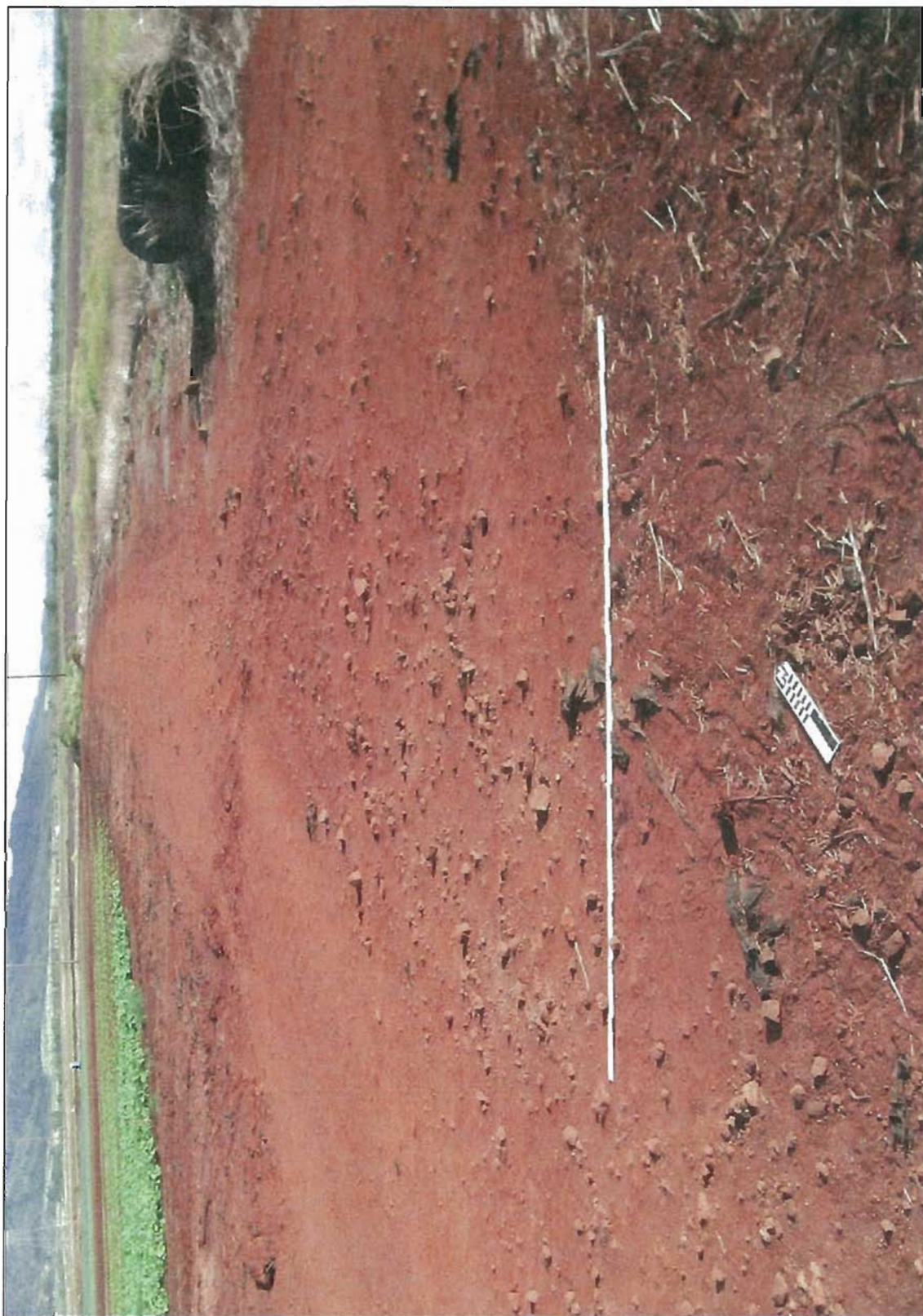


Figure 18: Crushed Coral embedded in Dirt Road Surface near the Eastern End of TS-2 Feature 3, View to Northwest.

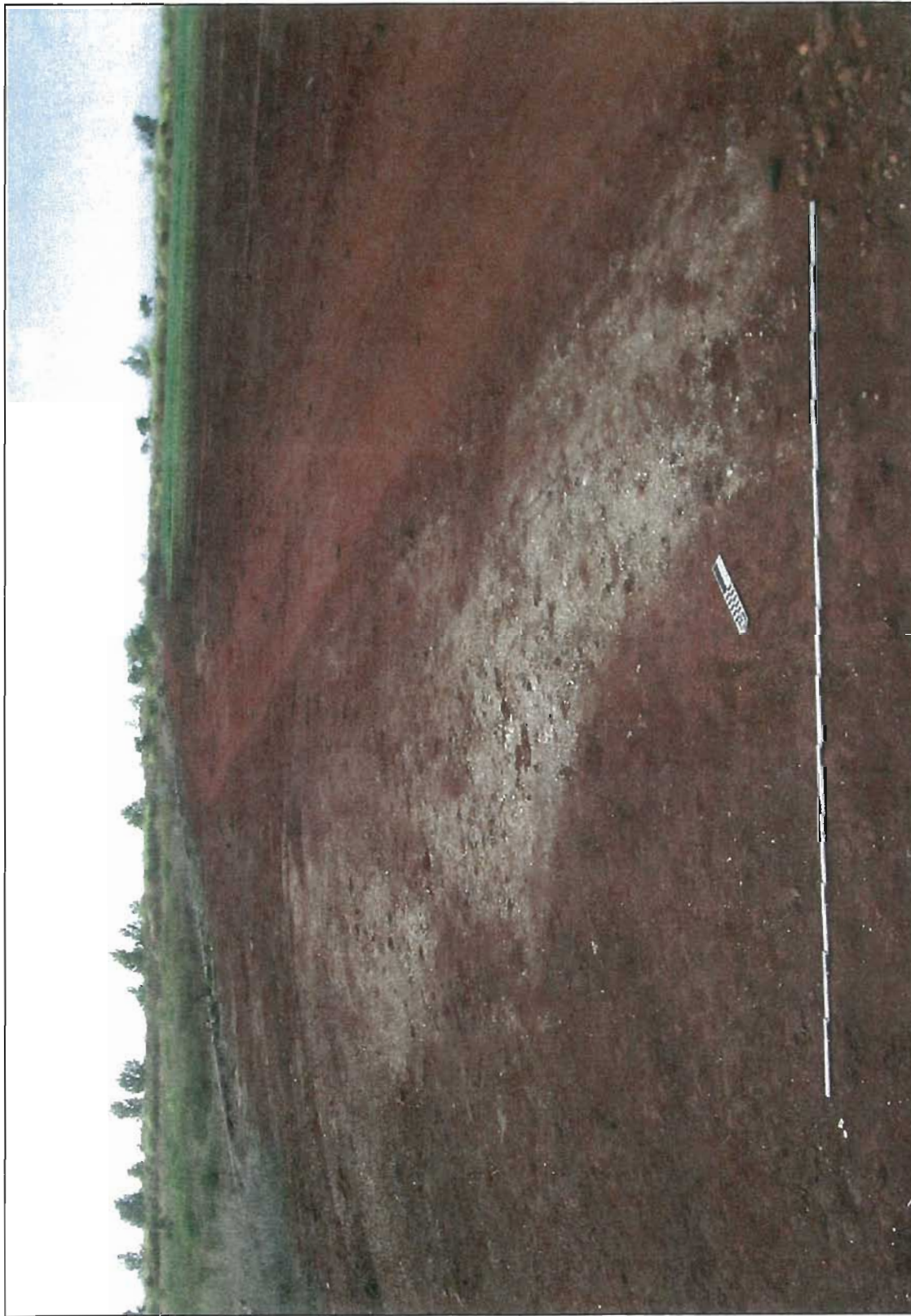


Figure 19: Remnant Pavement of Coral and Dredged Reef Detritus on the Northern Shoulder of TS-2 Feature 3, View to Southeast.

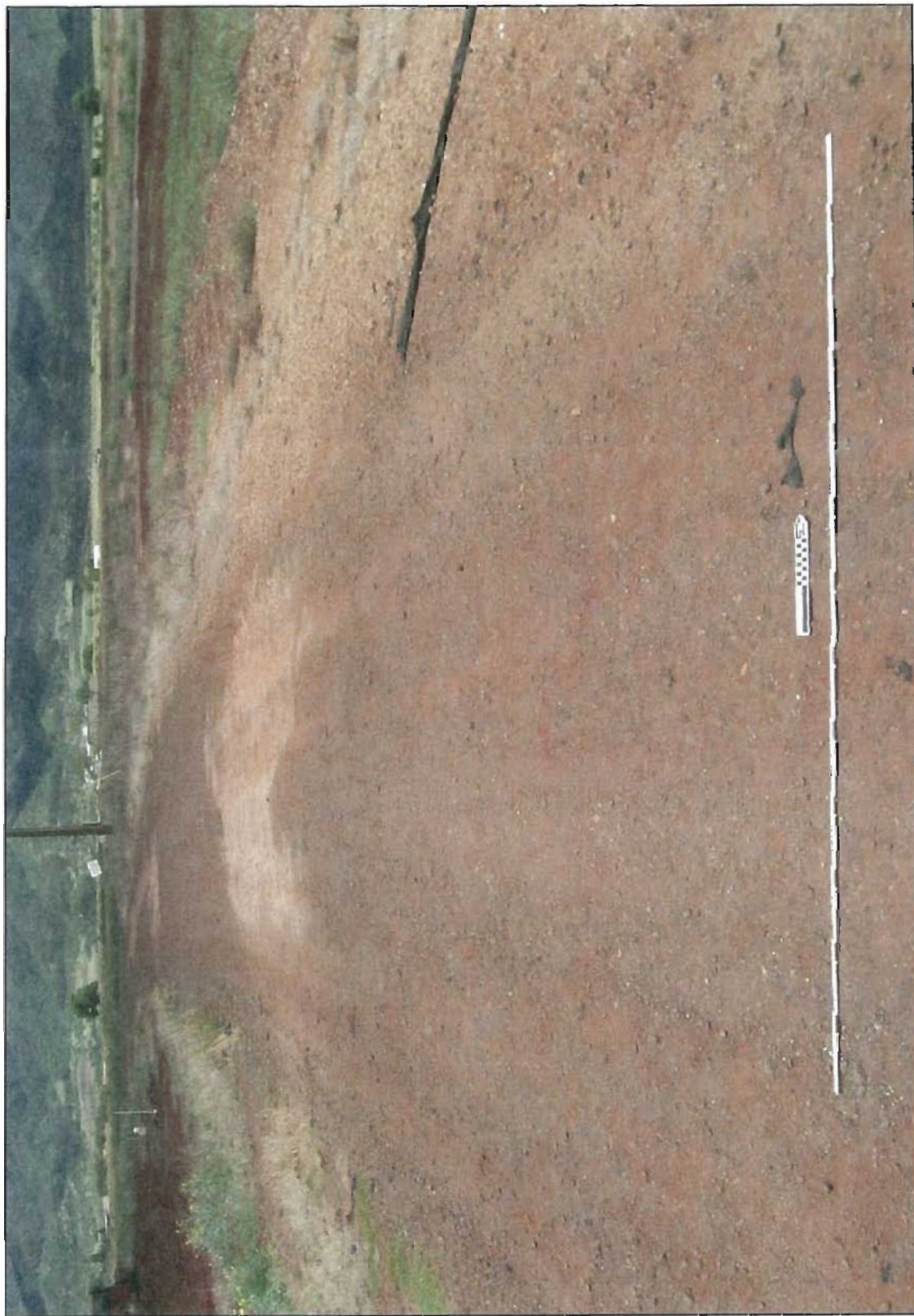
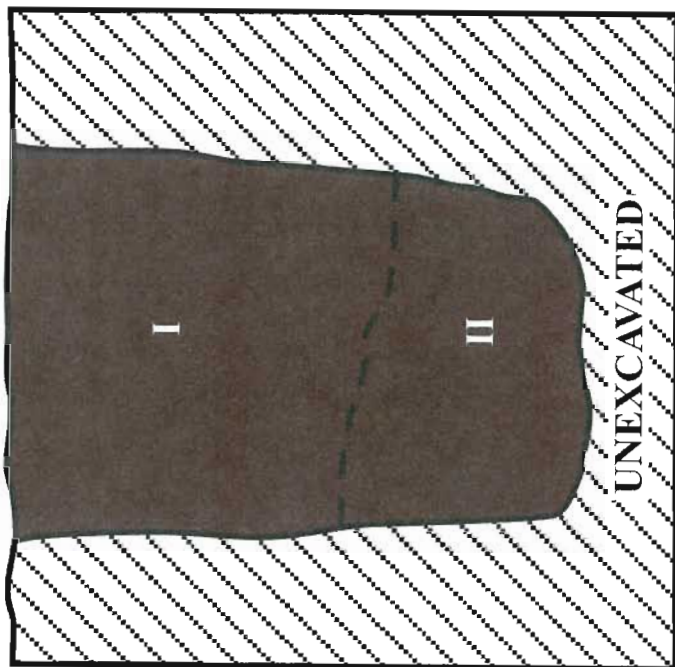


Figure 20: Mixture of Coral and Modern Crushed Basalt Gravel in Roadbed at the Northernmost Portion of Feature 3, View to West.



Figure 21: Ferrous Metal Spikes Recovered From the Surface of TS-2 Feature 3.

SP-1 EAST WALL PROFILE



KEY

I - LAYER I: DARK RED (2.5YR 3/6) CLAY SILT

II - LAYER II: DARK RED (2.5YR 3/6) FINE VERY COMPACT CLAY

Figure 22: SP-1 East Wall Profile.

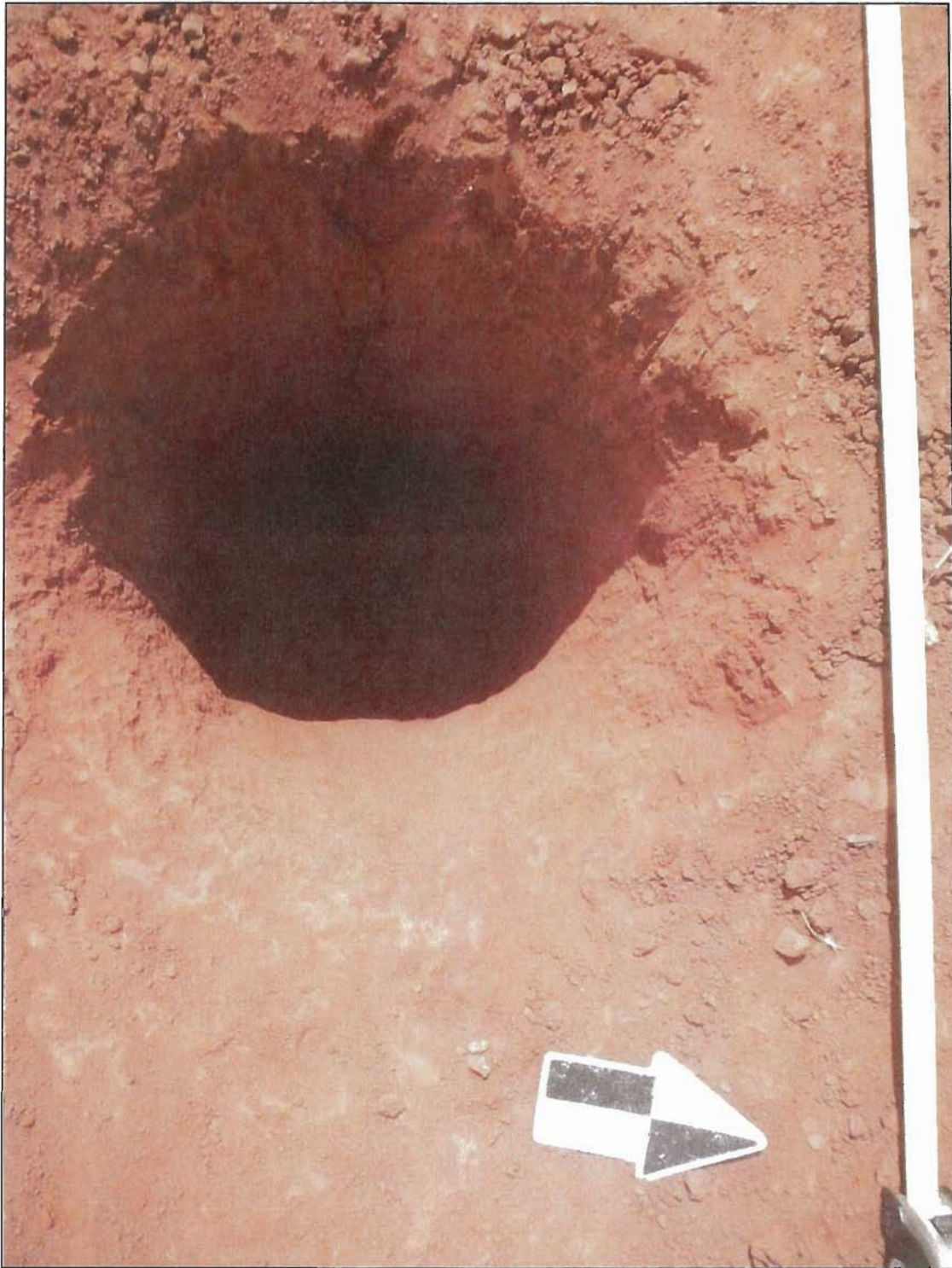


Figure 23: SP-1 Post Excavation Plan View. View to West.

- Layer I (0-29/33 cmbs) was a very compact dark red (2.5YR 3/6) clay silt with medium coarse crumb texture (40%). The lower boundary was indistinct and only differed in texture. Thin, black agricultural covering was found. Due to the presence of the modern plastic, LI is interpreted as an agriculturally disturbed natural stratum.
- Layer II (29/33-50 cmbs) was a very compact, dark red (2.5YR 3/2) fine clay. No cultural materials were observed

Excavation of Shovel Probe 1 revealed that this portion of the project area has not been strongly impacted by mechanical or human activities below the surface. Although Layer I has been disturbed by agricultural activities, both Layer I and Layer II displayed the natural stratigraphy of the landscape.

SHOVEL PROBE 2 (E 600754/ N 2368348)

The archaeological purpose of Shovel Probe 2 (SP-2) was to locate archaeological cultural material, archaeological subsurface features, or buried cultural deposits. Shovel Probe 2 was placed on the shoulder of a dirt road located approximately 18 m southwest of a recently plowed agricultural field. Measuring approximately 0.3 m long and 0.3 m wide, SP-2 was excavated to a maximum depth of 0.63 m below the soil surface. The north wall of SP-2 was oriented east-west (105°/285° magnetic). Although no cultural material was found during the excavation of SP-2, the stratigraphic sequence was exposed (see below). The excavation of SP2 revealed the presence of two soil strata (Figures 19 and 20).

- Layer I (0-36 cmbs) was a compact, dark reddish brown (2.5YR 3/4, dry) clayey silt. Lower boundary is diffused. No cultural materials were found. Due to diffuse lower boundary, LI is interpreted as a natural stratum.
- Layer II (36-63 cmbs) was a compact, dark reddish brown (2.5YR 2.5/4, dry) clayey silt. No cultural materials observed. Since LI is interpreted as a natural stratum, LII is also interpreted as a natural stratum.

Excavation of Shovel Probe 2 revealed that the subsurface of this portion of the project area has not been strongly impacted by mechanical or human activities. Both Layer I and Layer II displayed the natural stratigraphy of the landscape.

SHOVEL PROBE 3 (E 600653/ N 2368398)

The archaeological purpose of Shovel Probe 3 (SP-3) was to locate archaeological cultural material, archaeological subsurface features, or buried cultural deposits. Shovel Probe 3 was placed on the south side of the earthen berm, 20 m east of SP-1. The ground is slightly sloped (about 4 degrees east-west) and moderately covered in tall grass and *koa haole*. Measuring approximately 0.3 m long and 0.3 m wide, SP-3 was excavated to a maximum depth of 0.52

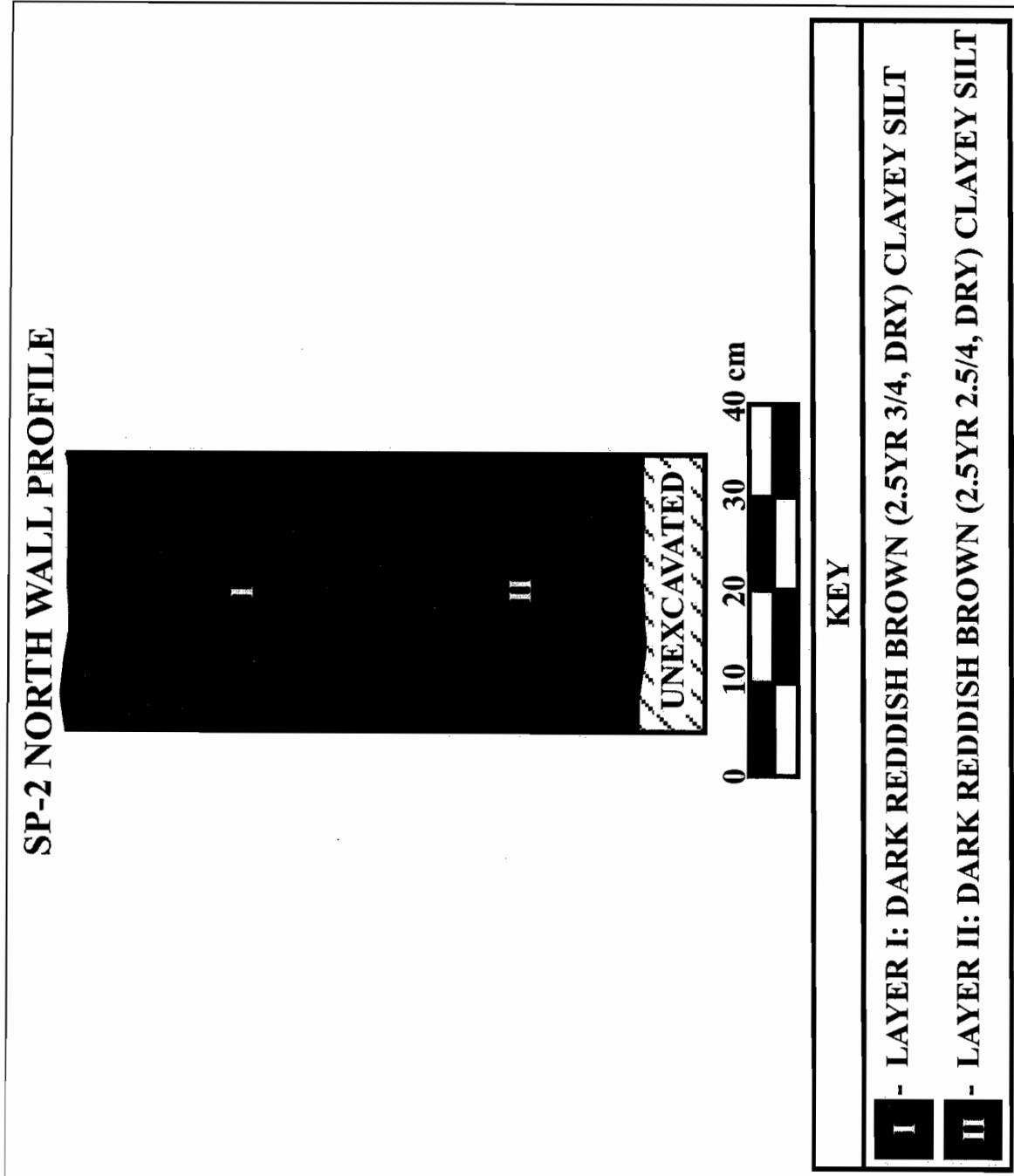
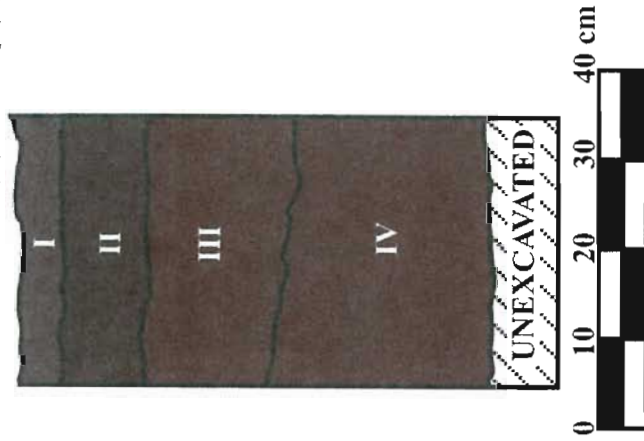


Figure 24: SP-2 North Wall Profile.



Figure 25: SP-2 Post Excavation Plan View. View to Northeast.

SP-3 NORTHEAST FACE PROFILE



KEY

- I** - LAYER I: DARK REDDISH BROWN (2.5YR 3/4) LOOSE LOAMY CLAY
- II** - LAYER II: DARK REDDISH BROWN (2.5YR 2.5/4) LOOSE HUMIC CLAY
- III** - LAYER III: DARK RED (2.5YR 3/6) CLAY SILT
- IV** - LAYER IV: DARK RED (2.5YR 3/6) FINE VERY COMPACT CLAY

Figure 26: SP-3 Northeast Wall Profile.



Figure 27: SP-3 Post Excavation Plan View. View to North.

below the soil surface. No archaeological cultural material was found during the excavation of SP-3. The excavation of SP-3 revealed the presence of four soil strata (Figures 21 and 22).

- Layer I (0-5 cmbs) was a dark reddish brown (2.5YR 3/4) loose loamy clay with much leaf litter and decomposing organics. No cultural materials were observed.
- Layer II (5-14 cmbs) was a dark reddish brown (2.5YR 2.5/4) loose, humic clay with micro roots and rootlets. Thin, black modern plastic (agricultural covering) was found. Due to the presence of the plastic, LI is interpreted as an agriculturally disturbed natural stratum.
- Layer III (14-27/31 cmbs) was a very compact, dark red (2.5YR 3/6) medium coarse crumb clay. The lower boundary was indistinct and only differed in texture. No cultural materials were observed
- Layer IV (27/31-52 cmbs) was a dark red (2.5YR 3/6) fine clay. No cultural materials were observed

Excavation of Shovel Probe 3 revealed the natural stratigraphy of the landscape. Despite the agriculturally disturbed Layer I, the subsurface of this portion of the project area has not been strongly impacted by mechanical or human activities.

SHOVEL PROBE 4 (E 600755/ N 2368323)

The archaeological purpose of Shovel Probe 4 (SP-4) was to locate archaeological cultural material, archaeological subsurface features, or buried cultural deposits. Shovel Probe 4 was placed approximately 24 m south of SP-2, particularly on the south side of a tall (about 2 m) mechanically created earthen berm. SP-4 was also placed based on a polished basalt flake that was found on the surface 2 m north of SP-2. Measuring approximately 0.5 m long and 0.4 m wide, SP-4 was excavated to a maximum depth of 0.55 m below the soil surface. The west wall of SP-4 was oriented north-south (000°/180° magnetic). No archaeological cultural material was found during the excavation of SP-4. The excavation of SP-4 revealed the presence of two soil strata (Figures 23 and 24).

- Layer I (0-15 cmbs) was a loose, dark reddish brown (2.5YR 2.5/4, dry) clayey silt with grass and short tree roots. The lower boundary is solid. A piece of thin, black plastic agricultural covering was observed. The presence of the thin black plastic suggest LI is a natural stratum disturbed by former agricultural activities.
- Layer II (15-55 cmbs) was a compact, dark reddish brown (2.5YR 2.5/4, dry) clayey silt with a few short tree roots. The lower boundary is diffuse. No cultural material observed. The presence of a diffuse lower boundary suggests LII is a natural stratum.

Excavation of Shovel Probe 4 revealed the natural stratigraphy of the landscape. Despite the agriculturally disturbed Layer I, mechanical or human activities have not adversely impacted the area below ground.

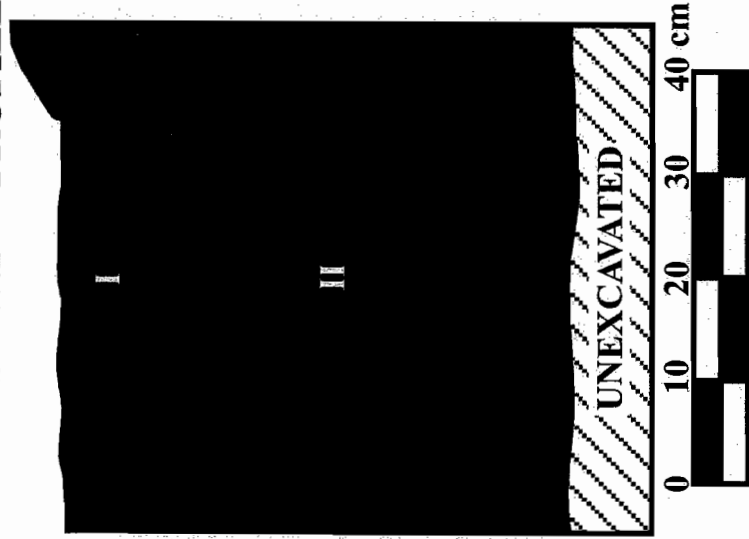
SHOVEL PROBE 5 (E 600301/ N 2368953)

The archaeological purpose of Shovel Probe 5 (SP-5) was to locate archaeological cultural material, archaeological subsurface features, or buried cultural deposits associated with four structures on the 1927 USGS map (see Figure 6). Shovel Probe 5 was placed approximately 6 m to the southeast of SP-6. The dirt road that passes by the four structures ends up at the location where SP-5 and SP-6 were excavated. The surface of SP-5 was relatively level and covered with live and decomposing grass and angular basalt gravel was scattered on SP-5's ground surface. Measuring approximately 0.4 m long and 0.4 m wide, SP-5 was excavated to a maximum depth of 0.60 m below the soil surface. The west wall of SP-5 was oriented south-north (150°/330° magnetic). Both Modern and Historic cultural material were found. The excavation of SP-5 revealed the presence of one soil strata (Figures 25 and 26).

- Layer I (0-60 cmbs) was a compact, mottled dark brown (7.5YR 3/4, dry) clayey silt and dark reddish brown (2.5 YR 3/4, dry) silty clay with grass roots. Cultural material observed included asphalt chunks, mortar with angular basalt gravel, red ceramic sherds from subsurface utility lines, a vitrified ceramic sherd, a ceramic vessel sherd with decorated, black dust fence cloth, leather, tan colored plastic, and a flat, clear glass sherd.

Excavation of Shovel Probe 5 revealed a disturbed stratigraphy. The presence of the black dust fence cloth and the decorated ceramic sherd suggest modern and historic-type cultural material got mixed in the process of mechanically pushing local fill matrices where SP-5 was located.

SP-4 WEST WALL PROFILE



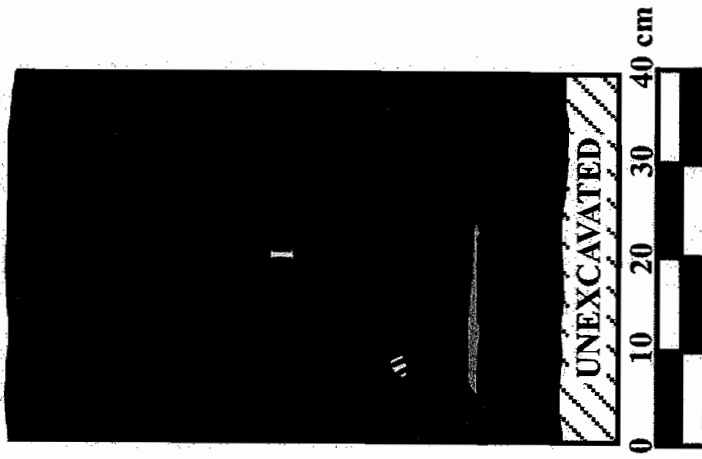
| KEY | |
|-----------|--|
| I | - LAYER I: DARK REDDISH BROWN (2.5YR 2.5/4, DRY) CLAYEY SILT WITH GRASS |
| II | - LAYER II: DARK REDDISH BROWN (2.5YR 2.5/4, DRY) CLAYEY SILT WITH ROOTS |

Figure 28: SP-4 West Wall Profile.



Figure 29: SP-4 Post Excavation Plan View. View to West.

SP-5 WEST WALL PROFILE






| KEY | |
|---|--|
|  | - ASPHALT CHUNKS |
|  | - ANGULAR BASALT GRAVEL |
|  | - LAYER I: DARK BROWN (7.5YR 3/4, DRY) CLAYEY SILT AND DARK REDDISH BROWN (2.5YR 3/4, DRY) SILTY CLAY |

Figure 30: SP-5 West Wall Profile.



Figure 31: SP-5 Post Excavation Plan View. View to Northwest.

SHOVEL PROBE 6 (E 600293/ N 2368963)

The archaeological purpose of Shovel Probe 6 (SP-6) was to locate archaeological cultural material, archaeological subsurface features, or buried cultural deposits likely associated with four structures on the 1927 USGS map (see Figure 6). Shovel Probe 6 measured approximately 0.4 m long and 0.4 m wide and was excavated to a maximum depth of 0.65 m below the soil surface. The surface of SP-6 was covered with live and decomposing grasses and was relatively level. The east wall of SP-6 was oriented north-south (015°/195° magnetic). Both Historic and Modern cultural material were found. The excavation of SP-6 revealed the presence of one soil strata (Figures 27 and 28).

- Layer I (0-65 cmbs) was a compact, mottled dark brown (7.5YR 3/4, dry) clayey silt and dark reddish brown (2.5 YR 3/4, dry) silty clay with grass roots and a few short tree roots. Cultural material observed includes asphalt chunks, mortar with angular basalt gravel, a ferrous metal framing nail, a ferrous metal round shaft nail, a pink rock, a plastic potato chip bag, basalt gravel, a white PVS pipe fragment, milled wood fragment, a clear glass jalousie fragment, and a piece of thin, black plastic agricultural covering.

Excavation of Shovel Probe 6 revealed the presence of various Historic and Modern cultural material fragments. These fragments and the mottling of two soil types suggests LI was a local fill stratum

ARTIFACT ANALYSIS

The cultural material collected from the surface survey and the shovel probes were analyzed by lab manager Guerin Tome, B.A. at the SCS O'ahu office. Twenty (20) artifacts were collected from the TS-1 artifact scatter site. All 20 artifacts were analyzed and found to be from the Historic Period or Modern. Seven artifacts, all ferrous metal railroad spikes, were collected from TS-2. Three pre-Contact artifacts were found on the project area surface. The artifacts are a basalt adze perform and two basalt flakes with polished facets. All three artifacts were found in the vicinity of SP-1 and SP-2. Only SP-5 and SP-6 produced cultural materials that were collected. Eleven (11) artifacts were collected and analyzed from SP-5. Artifact analysis places the artifacts in the Historic and Modern Periods. Similar to SP-5, SP-6 produced eleven (11) artifacts that were collected and analyzed. The analysis concludes that the artifacts are Historic and Modern materials. For a complete analysis of all cultural materials, including photographs, see Appendix A.

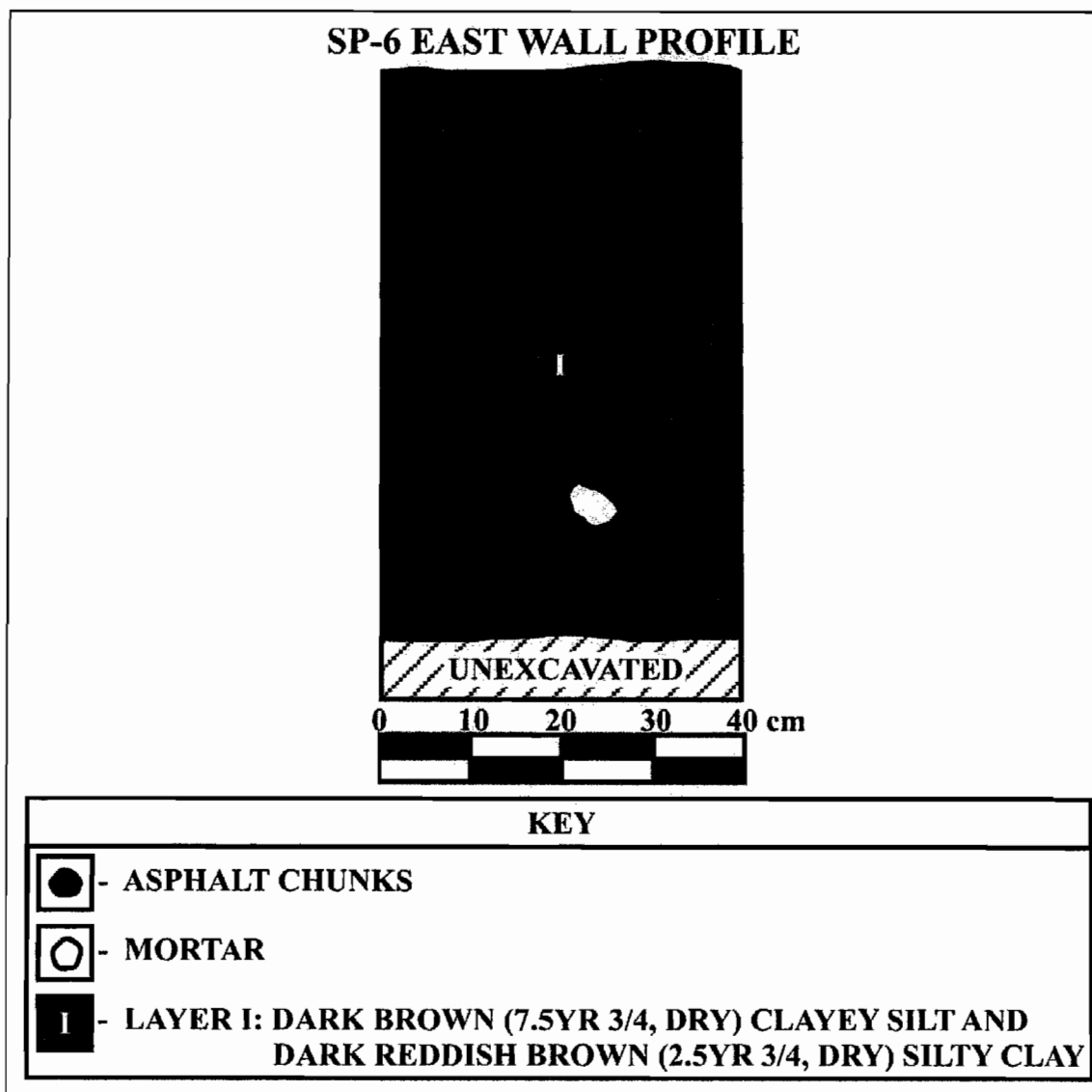


Figure 32: SP-6 East Wall Profile.

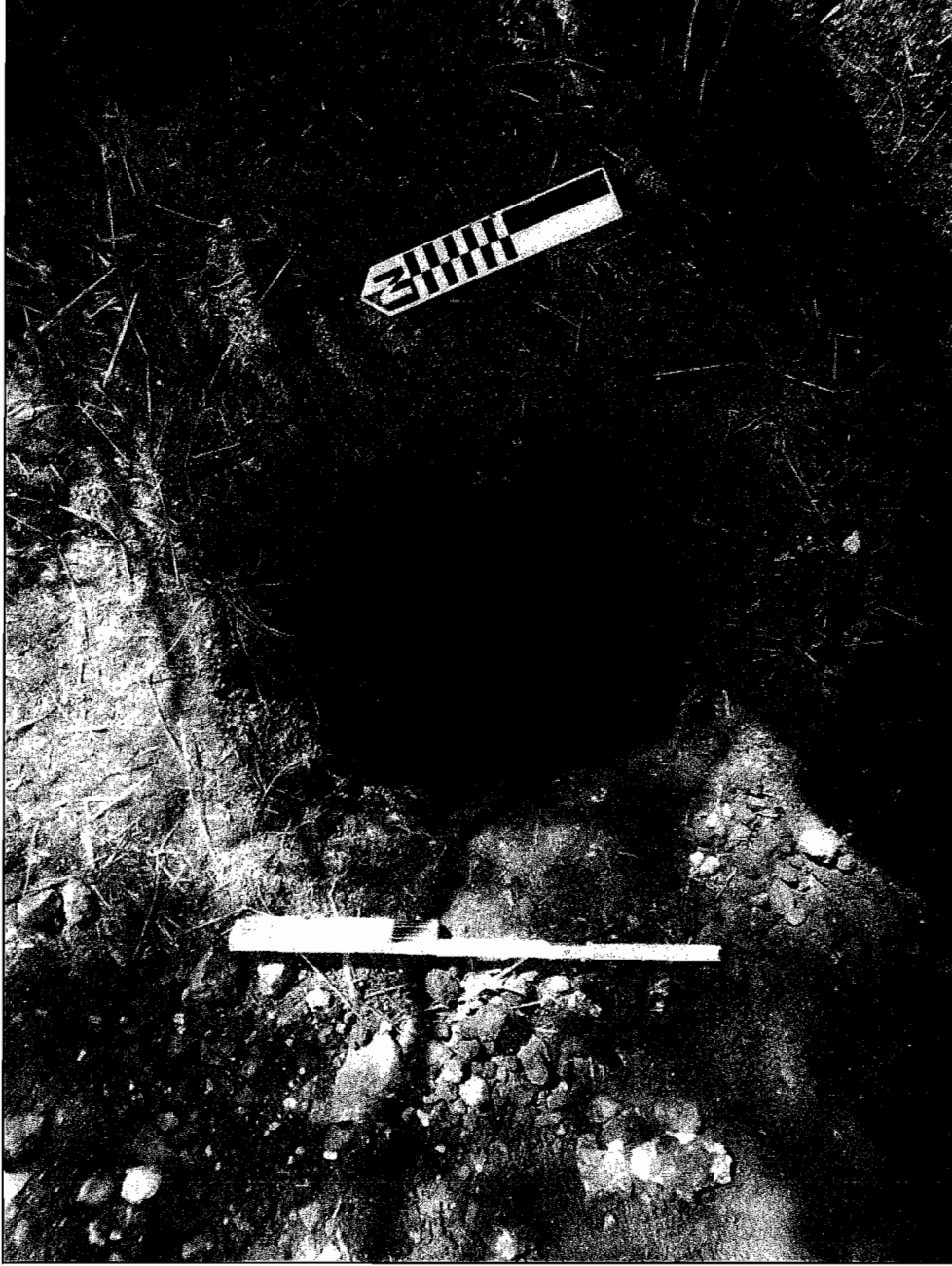


Figure 33: SP-6 Post Excavation Plan View. View to Northeast.

DISCUSSION AND CONCLUSION

Scientific Consultant Services (SCS), Inc. conducted an Archaeological Inventory Survey of approximately 161-acres of land in preparation for the placement of a solar panel farm located in Kunia, Waialeale Ahupua'a, 'Ewa District, Island of O'ahu, Hawai'i [TMK: (1) 9-4-002:052]. The current archaeological investigation followed one earlier Archaeological Walk-Through Survey conducted by Archaeological Consultants of Hawaii in 1988 (Kennedy 1988). No archaeological sites were identified

The current SCS archaeological study identified two new above ground surface and subsurface features interpreted as archaeological sites (SCS Site TS-1 and State Site 50-80-08-7671). Both the previously undocumented sites are early to mid 20th century historic sites that did not require archaeological excavation.

The dearth of archaeological sites in the project area could be largely attributed to the impact of human activities on the area. As the current archaeological investigation has revealed, there has been mechanical disturbance to the surface and subsurface of a large portion of the project area due to agricultural activities.

SIGNIFICANCE ASSESSMENTS AND RECOMMENDATIONS

A total of two newly identified sites, SCS Site TS-1 and State Site 50-80-08-7671, were found during the current Archaeological Inventory Survey in the Ho'ohana project area. These two sites were assessed for their significance as outlined in Hawai'i Administrative Rules §13-275-6. To be assessed as significant, a site must be characterized by one or more of the following five criteria:

- a) It must be associated with events that have made a significant contribution to the broad patterns of our history, or be considered a traditional cultural property.
- b) It must be associated with the lives of persons significant in the past.
- c) It must embody distinctive characteristics of a type, period, or method of construction, or represent a significant and distinguishable entity whose components may lack individual distinction.
- d) It must have yielded or may be likely to yield, information important in prehistory or history.

- e) Have important value to native Hawaiian people or other ethnicities in the state, due to associations with cultural practices and traditional beliefs that were, or still are, carried out.

Both sites identified within the project area are significant under Criteria *d*, and are attributable to Historic land usage. SCS Site TS-1, artifact scatter, is associated with habitation. State Site 50-80-08-7671, Historic road and railroad alignment, included an alignment and a wall associated with water diversion, as well as scattered, highly disturbed remnants of crushed coral pavement.

Given that two archaeological studies have been conducted in the current project area, and the agricultural aspect of recent land use, it seems likely that little new information would be gleaned from additional study of the area. As such, no further archaeological work is recommended for the 124-acre portion of TMK: (1) 9-4-002:052.

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APPENDIX A

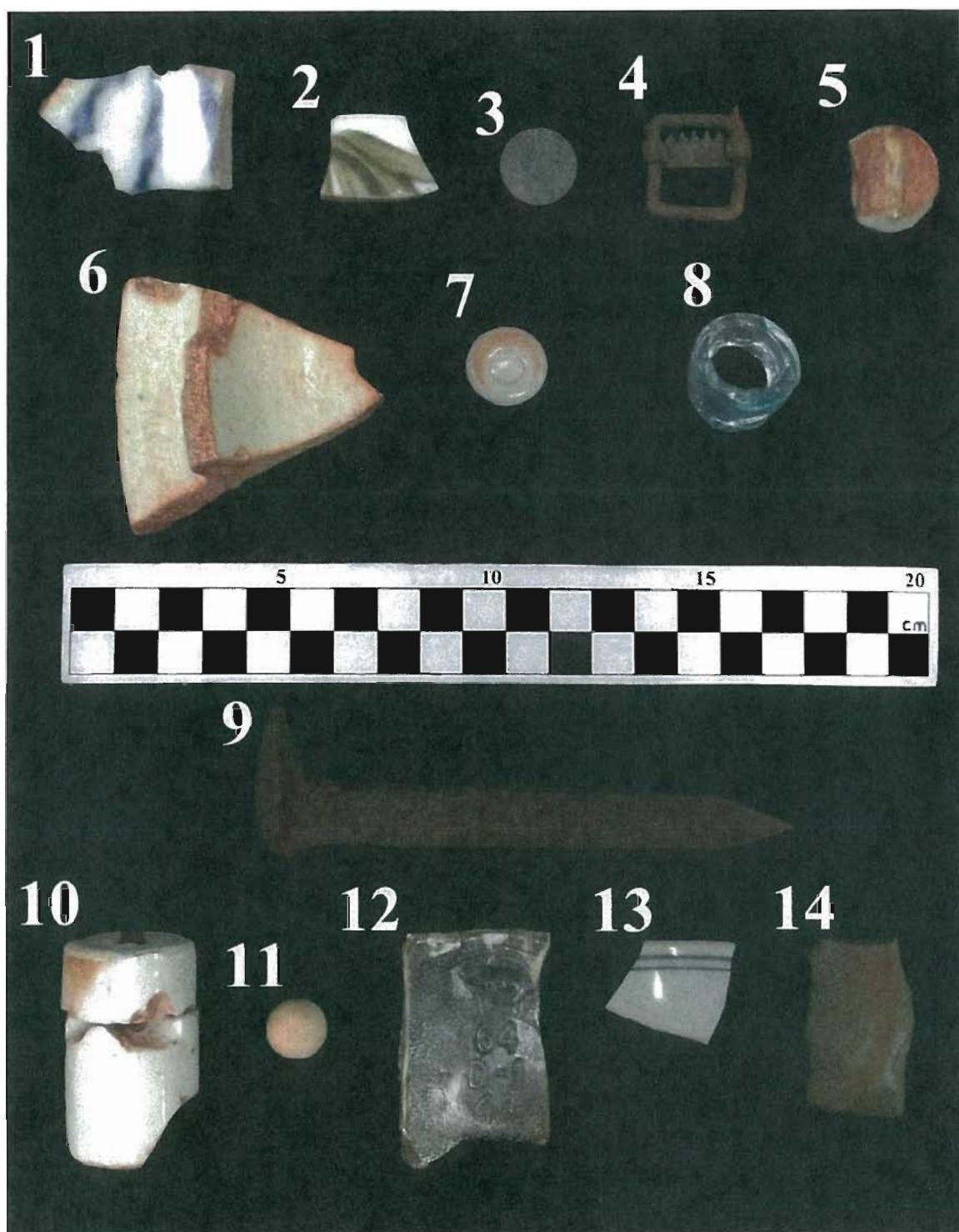
| PROJECT I544 CULTURAL MATERIAL INVENTORY | | | | | | | | | |
|--|------|---------|-----------------|---------|-------|-------------------------------|--|-------|--|
| Lab Bag | Site | Feature | Excavation Unit | Layer | Depth | Collected Item | Measurements | Count | Remarks |
| 1A | TS-1 | 1 | - | Surface | - | Porcelain Base Sherd | Thickness: 0.8–1.2 cm | 1 | Vessel type unknown; exterior and interior glazed, interior hand painted with blue lines under glaze. Designated Artifact #1. |
| 1B | TS-1 | 1 | - | Surface | - | Porcelain Bowl Rim Sherd | Thickness: 0.4–0.5 cm | 1 | Exterior and interior glazed, interior hand painted with two blue lines under glaze parallel to rim circumference, exterior hand painted tan colored leaves under glaze. Designated Artifact #2. |
| 1C | TS-1 | 1 | - | Surface | - | Porcelain Body Sherd | Thickness: 0.4–0.5 cm | 1 | Vessel type unknown; exterior and interior glazed, interior and exterior hand painted with blue, indistinguishable lines under glaze. Designated Artifact #3. |
| 1D | TS-1 | 1 | - | Surface | - | 1908 Copper Indian Head Penny | Diameter: 1.9 cm Thickness: 0.1 cm Weight: 2.9 g | 1 | Origin of manufacture corroded. Designated Artifact #4. |
| 1E | TS-1 | 1 | - | Surface | - | Brass Strap Buckle Fragment | Length: 2.7 cm Width: 2.5 cm Weight: 7.1 g | 1 | Gripped portion of artifact stamped Pat 1225.06. Artifact patented December 25, 1906. Designated Artifact #5. |
| 1F | TS-1 | 1 | - | Surface | - | Ferrous Metal Nail | Length: 2.6 cm Weight: 1.0 g | 1 | Extremely corroded, bent shaft. Designated Artifact #6. |
| 1G | TS-1 | 1 | - | Surface | - | Bottle Glass Heel Sherd | - | 1 | See below. Designated Artifact #7. |
| Clear, at least three piece mold, heel and base embossed. Heel embossment: 8-1 manufacturer's stamp. Base embossment indistinguishable. The manufacturer's stamp is an isosceles triangle encompassing a smaller triangle over an IPG. The artifact manufacturer is either Illinois Pacific Glass Co. of San Francisco, CA (1902–1925) or Illinois Pacific Glass Corp. of San Francisco, CA (1925–1930). | | | | | | | | | |

| PROJECT 1544 CULTURAL MATERIAL INVENTORY (CONT.) | | | | | | | | | |
|--|------|---------|-----------------|---------|-------|--------------------------------------|--|-------|--|
| Lab Bag | Site | Feature | Excavation Unit | Layer | Depth | Collected Item | Measurements | Count | Remarks |
| IH | TS-1 | 1 | - | Surface | - | Porcelain Lightning Stopper Fragment | Diameter: 2.5 cm | 1 | Designated Artifact #8. |
| II | TS-1 | 1 | - | Surface | - | Whiteware Jar Lid Sherd | - | 1 | Interior ring foot for lid interior seating present. Designated Artifact #9. |
| IJ | TS-1 | 1 | - | Surface | - | Quarried Basalt Rock | - | 1 | Also known as construction gravel. Designated Artifact #10. |
| IK | TS-1 | 1 | - | Surface | - | Milk Glass Button | Diameter: 1.9 cm Thickness: 0.4 cm Weight: 2.3 g | 1 | Obverse convex, reverse flat with missing knob. Designated Artifact #11. |
| IL | TS-1 | 1 | - | Surface | - | Glass Bottle Finish Sherd | Mouth diameter (inner): 1.8 cm | 1 | Light blue, inner mouth offset, tooled finish (1880s to 1920s). Designated Artifact #12. |
| IM | TS-1 | 1 | - | Surface | - | Glass Bottle Shoulder Sherd | - | 1 | Light green, embossed. Embossment: 1st line (horizontal): ...ADE, 2nd line (horizontal): REGISTE ... Designated Artifact #13. |
| IN | TS-1 | 1 | - | Surface | - | Ferrous Metal Railroad Spike | Length: 12.1 cm Weight: 156.6 g | 1 | Semi-oval head in plan view, square shaft, two shaft sides come to a bevel; artifact corroded. Designated Artifact #14. |
| IO | TS-1 | 1 | - | Surface | - | Glass Bottle Heel Sherd | - | 1 | Light aqua-marine, embossed. Embossment: WAIP ... Designated Artifact #15. |
| IP | TS-1 | 1 | - | Surface | - | Glass Bottle Neck Sherd | - | 1 | Clear, automatic machine made, one side flat with an embossed five leaf tree branch. Designated Artifact #16. |

| PROJECT 1544 CULTURAL MATERIAL INVENTORY (CONT.) | | | | | | | | | |
|---|------|---------|-----------------|---------|---------|--|--|-------|--|
| Lab Bag | Site | Feature | Excavation Unit | Layer | Depth | Collected Item | Measurements | Count | Remarks |
| 1Q | TS-1 | 1 | - | Surface | - | Porcelain Knob and Tube Wiring Insulator | Length: 4.6 cm Diameter: 2.8 cm Weight: 58.0 g | 1 | Ferrous metal nail through porcelain length, top half of artifact embossed with indistinguishable letters and numbers. Designated Artifact #17. |
| 1R | TS-1 | 1 | - | Surface | - | Clay Marble | Diameter: 1.3 cm Weight: 2.7 cm | 1 | Tan colored, undulated surface. Designated Artifact #18. |
| 1S | TS-1 | 1 | - | Surface | - | Glass Bottle Base Sherd | - | 1 | See below. Designated Artifact #19. |
| Clear, textured with dots and embossed. Base embossment: 1st line (horizontal): manufacturer's stamp, 2nd line (horizontal): 64 , 3rd line (horizontal): D-1 , 4th line (horizontal): 44 . The manufacturer's stamp is a vertical oval intersected by a horizontal diamond and within the intersection is a capital I . The manufacturer is Owens Illinois Glass Company of Toledo, Ohio. This particular manufacturer's stamp was utilized between 1929 to 1954. Bottle manufacture date (based on the manufacturer's stamp and the 44): 1944. | | | | | | | | | |
| 1T | TS-1 | 1 | - | Surface | - | Porcelain Bowl Rim Sherd | Thickness: 0.3–0.4 cm | 1 | Exterior and interior glazed, exterior hand painted with two teal colored lines parallel to the bowl's rim under glaze. Designated Artifact #20. |
| 2 | TS-2 | 2 | - | Surface | - | Ferrous Metal Railroad Spike | Length: 10.6 cm Weight: 56.0 g | 1 | Artifact severely corroded, semi-oval head, square shaft with two sides creating a bevel. |
| 3 | - | - | SP-5 | Surface | - | Quarried Basalt Rock | - | 1 | Also known as construction gravel. |
| 4 | - | - | SP-5 | I | 10 cmbs | Creamware Base Sherd | Thickness: 1.1 cm | 1 | Vessel type unknown, exterior and interior glazed white, interior hand painted with thin, silver streaks over glaze, exterior surface is orange peel-like. |

| PROJECT 1544 CULTURAL MATERIAL INVENTORY (CONT.) | | | | | | | | | |
|--|------|---------|-----------------|-------|-----------|--------------------------------|-------------------|-------|--|
| Lab Bag | Site | Feature | Excavation Unit | Layer | Depth | Collected Item | Measurements | Count | Remarks |
| 5A | - | - | SP-5 | I | 24 cmbs | Red Ceramic Utility Pipe Sherd | Thickness: 1.2 cm | 1 | Sherd from subsurface utility pipe sherd, exterior and interior fired. |
| 5B | - | - | SP-5 | I | 33 cmbs | Red Ceramic Utility Pipe Sherd | Thickness: 1.2 cm | 1 | Sherd from subsurface utility pipe sherd, exterior and interior fired. |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Flat Glass Sherd | Thickness: 0.3 cm | 1 | Clear, non-diagnostic. |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Quarried Basalt Rock | - | 1 | Also known as construction gravel. |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Mortar with Basalt Gravel | - | 1 | - |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Leather Fragment | - | 1 | Tan colored. |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Dust Fence Cloth | - | 1 | Black colored. |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Red Ceramic Utility Pipe Sherd | Thickness: 1.2 cm | 1 | Sherd from subsurface utility pipe sherd, exterior and interior fired. |
| 6 | - | - | SP-5 | I | 0-60 cmbs | Red Ceramic Utility Pipe Sherd | Thickness: 1.4 cm | 1 | Sherd from subsurface utility pipe sherd, exterior and interior vitrified. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Glass Jalousie Window Sherd | - | 1 | One side textured with short curvy lines, opposite side smooth and non-textured. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Ferrous Metal Duplex Nail | - | 1 | Corroded, bent. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Ferrous Metal Wire Nail | - | 1 | Round head with round shaft. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Plastic PVC Pipe Fragment | - | 1 | White colored. |

| PROJECT 1544 CULTURAL MATERIAL INVENTORY (CONT.) | | | | | | | | | |
|--|----------------------|---------|-----------------|---------|-----------|-------------------------------------|---|-------|---|
| Lab Bag | Site | Feature | Excavation Unit | Layer | Depth | Collected Item | Measurements | Count | Remarks |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Plastic Potato Chip Bag Fragment | - | 1 | - |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Styrofoam Fragment | - | 1 | White colored. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Plastic Agricultural Cover Fragment | - | 1 | Thin, black colored. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Milled Wood Fragment | - | 1 | - |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Construction Rock | - | 1 | Pink colored. |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Mortar with Basalt Gravel | - | 1 | - |
| 7 | - | - | SP-6 | I | 0-65 cmbs | Asphalt Fragment | - | 1 | - |
| 8 | Project Area Surface | - | - | Surface | - | Basalt Adze Preform | Length: 4.1 cm Width: 2.5 cm Thickness: 1.8 cm Weight: 26.7 g | 1 | Distal end, dorsal displays cortex, irregular trapezoidal cross-section. Artifact found at GPS coordinates (± 2 m accuracy): East 600635/ North 2368391 on existing dirt road. |
| 9 | Project Area Surface | - | - | Surface | - | Basalt Flake with Polished Facets | - | 1 | Flake has two adjoining, polished facets. Artifact found at GPS coordinates (± 2 m accuracy): East 600750/ North 2368349. |
| 10 | Project Area Surface | - | - | - | - | Basalt Flake with Polished Facets | - | 1 | Flake has two adjoining, polished facets. Artifact found at GPS coordinates (± 2 m accuracy): East 600669/ North 2368381. |



SCS Project 1544 Selected Artifacts Photo

1. Lab Bag 1A: Porcelain base sherd, interior.
2. Lab Bag 1B: Porcelain bowl rim sherd, exterior.
3. Lab Bag 1D: 1908 Copper U.S. Indian-Head penny obverse.
4. Lab Bag 1E: Brass strap buckle fragment, ventral.
5. Lab Bag 1H: Porcelain Lightning stopper fragment, underside.
6. Lab Bag 1I: Whiteware jar lid sherd, underside.
7. Lab Bag 1K: Milk glass button, reverse.
8. Lab Bag 1L: Glass bottle flat ring finish sherd.
9. Lab Bag 1N: Ferrous metal railroad spike.
10. Lab Bag 1Q: Porcelain knob and tube wiring insulator.
11. Lab Bag 1R: Clay marble.
12. Lab Bag 1S: Glass bottle base sherd.
13. Lab Bag 1T: Porcelain bowl rim sherd, exterior
14. Lab Bag 8: Basalt adze preform, dorsal.

SENATOR MIKE GABBARD

20TH DISTRICT

KAPOLEI, MAKAKILO,
AND PORTIONS OF EWA, KALAELOA
& WAIPAHU



The Senate

STATE CAPITOL
HONOLULU, HAWAII 96813

CHAIRMAN
ENERGY & ENVIRONMENT

MEMBER
JUDICIARY & LABOR
EDUCATION
TRANSPORTATION & INTERNATIONAL AFFAIRS

June 23, 2014

Mr. Daniel E. Orodener, Executive Officer
Land Use Commission
235 South Beretania Street, Room 406
Honolulu, Hawai'i 96813

Dear Mr. Orodener,

Aloha. I'm writing to express my strong support of the Ho'ohana Solar 1 Project ("Project") in Kunia.

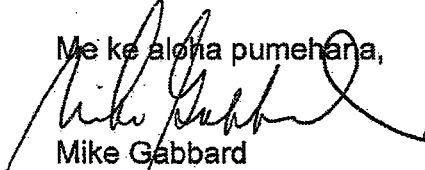
As the Chair of the Senate's Energy and Environment Committee, I'm convinced this Project will bring environmental, social, and economic benefits to the region and the state. It consists of a utility-scale solar farm that will produce 20 MW of energy. The Project will be sited on privately owned land that has been classified by the State Land Use Commission as Urban, and thus is an appropriate location for the solar farm. The Project is also consistent with all current land use regulations.

The power generated over the life of the Project will provide power to the equivalent of 7,000 homes per year. The Project will produce energy that is 100% clean, renewable, and sustainable. It will not use fossil fuels in its operation and will not generate harmful emissions, consistent with Act 234, which aims at reducing greenhouse gases.

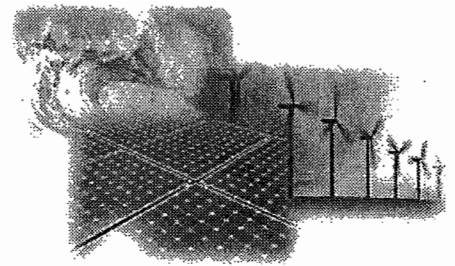
Furthermore, Hawai'i residents pay the highest electricity costs in the nation. The average cost for residential electricity is 38.5 cents per kilowatt hour and rising, which is over triple the national average of 12.3 cents per kilowatt hour. The average price of electricity generated from utility-scale solar energy projects is roughly 20 cents lower per kilowatt hour and stable over 20 years versus the volatile price of oil. Hawai'i's location and climate are uniquely positioned to take advantage of its natural and inexpensive resources, such as solar energy. This Project can help our residents realize the benefits of these assets.

I encourage the Land Use Commission to consider these points in your deliberations on this matter.

Me ke aloha pumehana,


Mike Gabbard
Senator, 20th District

MG/rr
LR-0758



Daniel E. Orodener, Executive Officer
State of Hawai'i Land Use Commission
235 South Beretania Street, Room 406
Honolulu, Hawai'i 96813

Re: Letter of Support for Ho'ohana Solar 1

Dear Mr. Orodener,

Blue Planet Foundation is a Hawaii-based non-profit organization. We work to clear the path for local, clean, renewable power, to make our communities stronger and more energy secure, our environment healthier, and our economy more robust.

In the past decade, Hawai'i has sent more than \$40 Billion out of the state to pay for imported fossil fuels such as coal, oil, and gas. Thankfully, solar power is helping to slow this drain. A group of recently proposed projects, including Ho'ohana Solar, can supply energy to our grid at less than 16 cents/kWh – well below the 23 to 25 cents/kWh we have been paying for oil-fired generation. However, we are far from the finish line. Our analysis indicates that O'ahu will require hundreds more megawatts of cost-effective solar power added to the grid, both as distributed generation on rooftops, *and* as utility-scale projects on appropriate lands.

Solar energy projects enjoy a low profile, silent operation, and lack of significant moving parts. This can render solar projects appropriate for a variety of environments, including designated urban lands. Solar projects are also by their nature an interim use of land, because unlike large power plant buildings and infrastructure, solar equipment can more readily be removed at the end of its useful or contractual life. We believe that these characteristics should render solar projects far less objectionable to the community than large, polluting, oil-fired projects such as the Kahe generating station visible in Kapolei or the Waiiau generating station visible in Pearl City.

For all of the above reasons, we support a diversified energy infrastructure that includes utility-scale solar projects like Ho'ohana. Thank you for this opportunity to provide input.

With aloha,

A handwritten signature in dark ink, appearing to read "Richard Wallsgrove".

Richard Wallsgrove
Program Director



Royal Kunia Country Club, Inc
94-1509 Anonui St.
Waipahu, Hawaii 96797
(808) 688-9222

July 14, 2014

Mr. Daniel E. Orodener, Executive Officer
State of Hawai'i Land Use Commission
Leiopapa A Kamehameha Building
235 South Beretania Street, Room 406
Honolulu, Hawai'i 96813

Subject: Letter of Support for the Ho'ohana Solar 1 Project

Dear Mr. Orodener,

The Royal Kunia Country Club (RKCC) supports the Ho'ohana Solar 1 Project ("Project"). The Project will be located on TMK No. 9-4-002: 052 ("Parcel 52") in Kunia, 'Ewa, O'ahu. We encourage the Land Use Commission to approve this Project.

The proposed Project is a utility-scale solar farm that will produce 20 megawatts of renewable energy. The Project will be sited on land north of RKCC that has been classified by the State Land Use Commission as Urban.

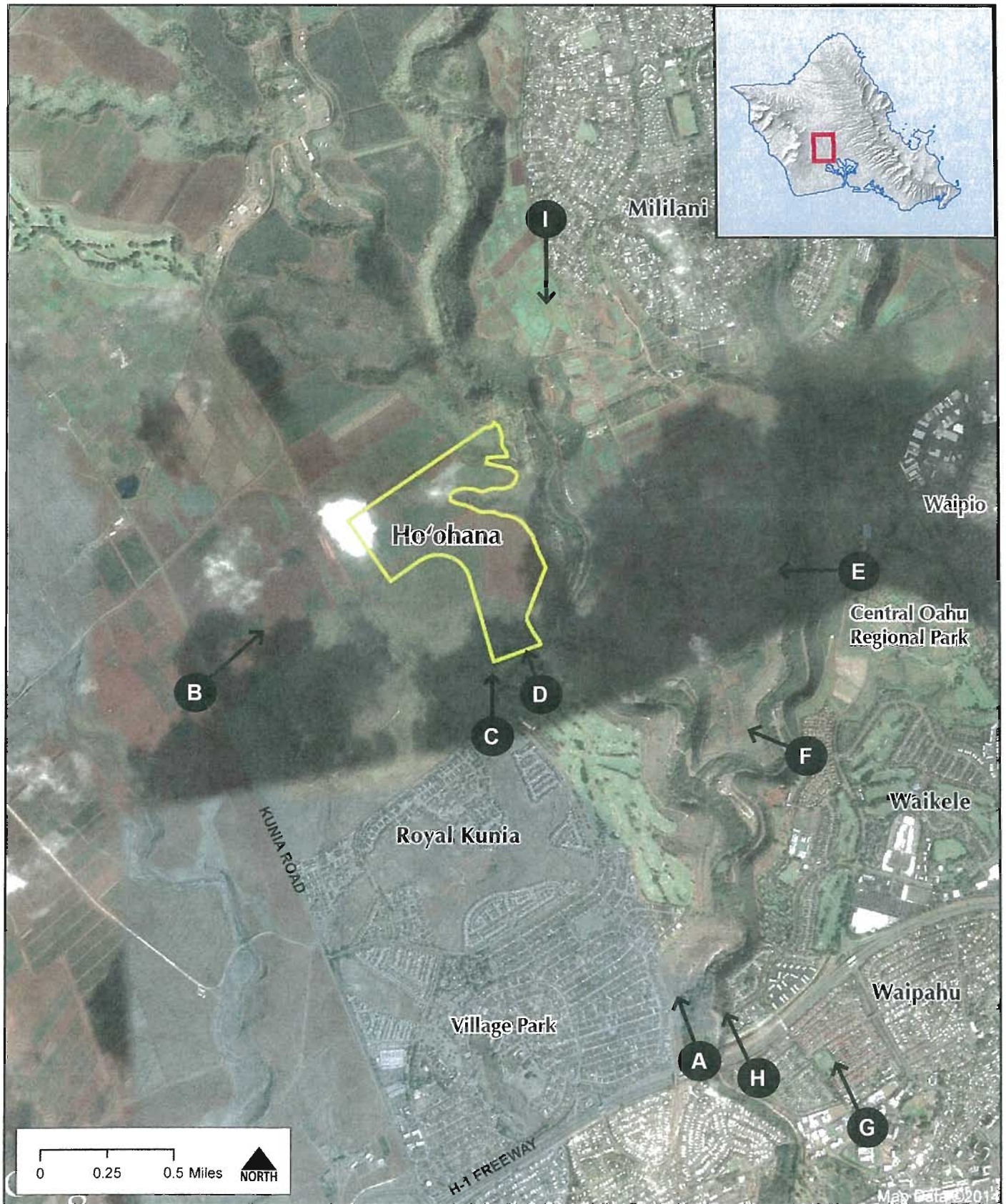
RKCC supports the Project because it is a quiet, environmentally friendly, and low-impact neighbor for our area. Given the planned buffer of 375 feet between the Project and our operations, there will be no impact to our operations.

Because the Project is a good interim use and will produce clean energy that will reduce Hawaii's dependence on oil, RKCC supports the Project and urges the Commission to approve it.

Sincerely,

Kozo Yamagishi
General Manager

Exhibit 13C



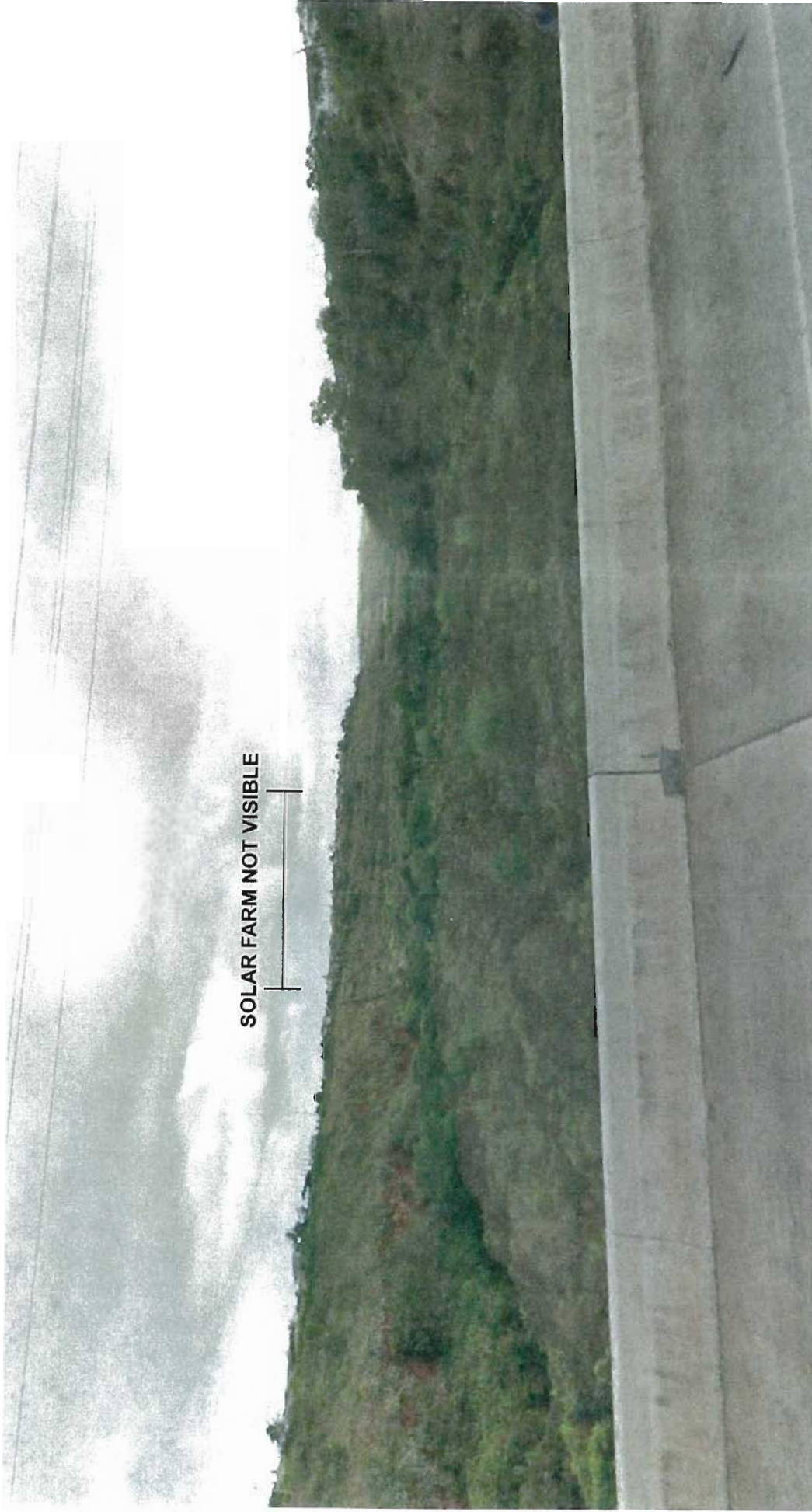
Ho'ohana Solar Farm

Photo Key Map

GROUP 70
INTERNATIONAL

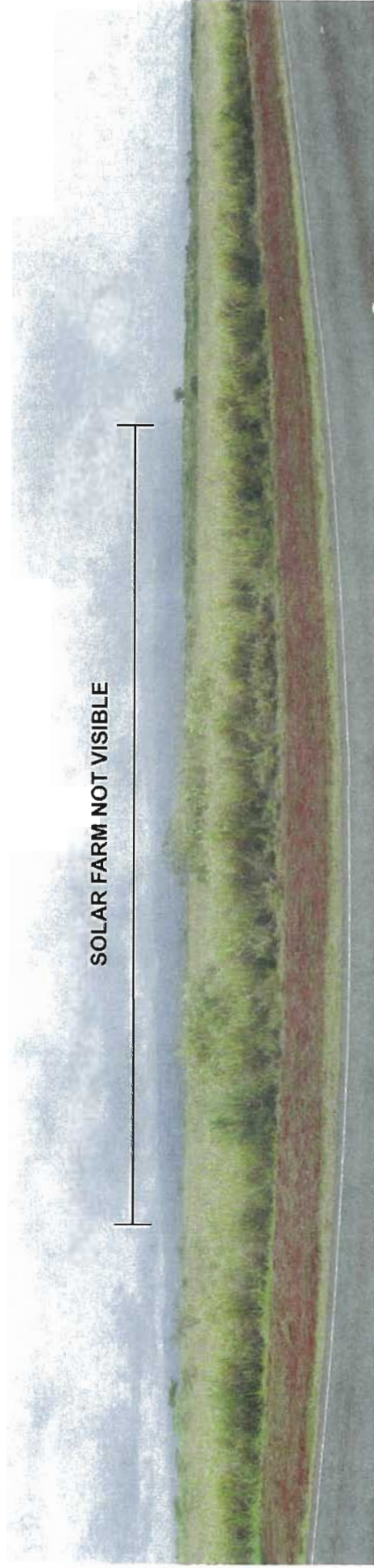
18 July 2014

Exhibit 14



Ho'ohana Solar Farm

A View to North from H-1 Freeway Ewa Bound - Across Waikele Gulch
1.8 Miles Away



Ho'ohana Solar Farm

B View from Kunia Road
1.0 Miles Away



Ho'ohana Solar Farm

c View from Anoiiki St. and Anonui St. (Royal Kunia)
.35 Miles Away



Ho'ohana Solar Farm

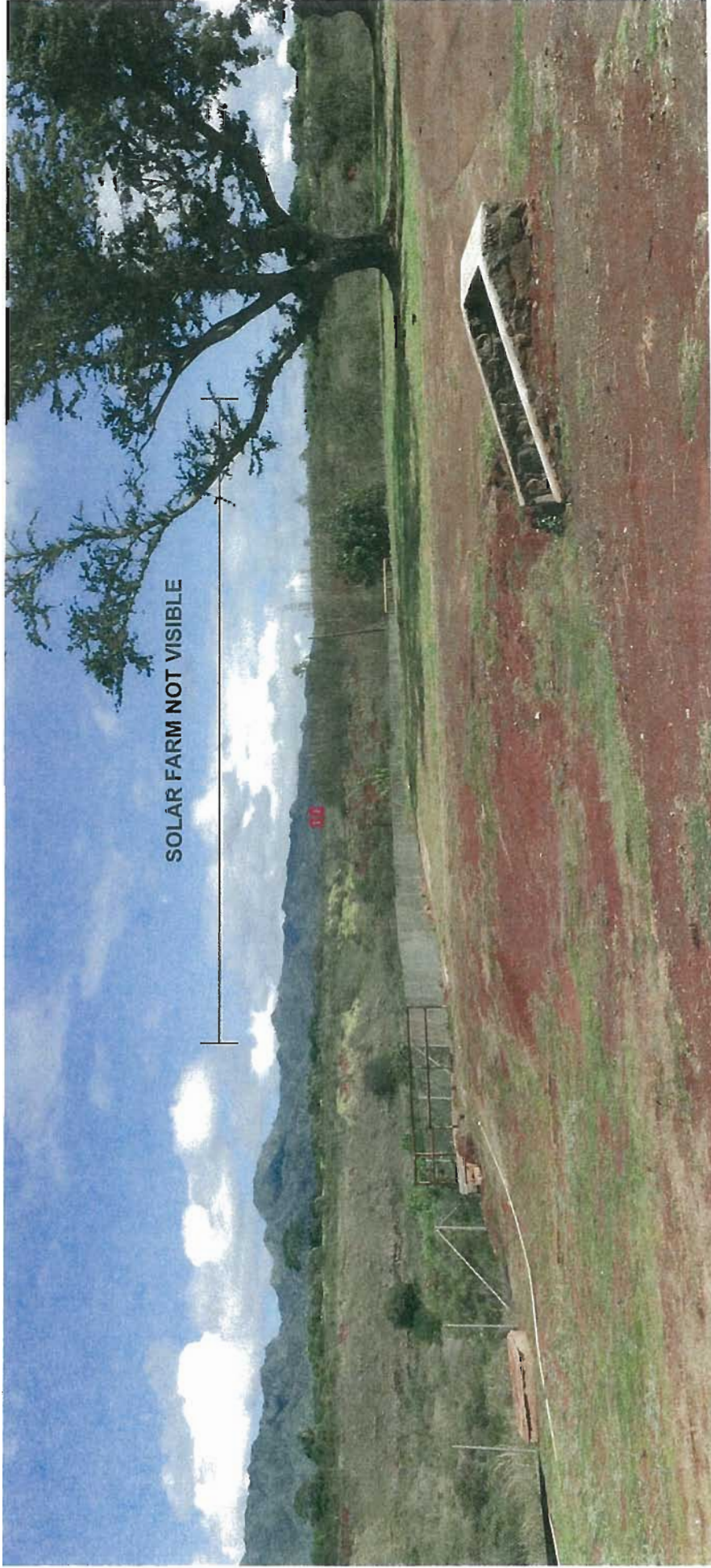
- View from Royal Kunia Country Club (Above 2nd Hole Sandtrap)
2 Miles Away



□ 110' to 140' tall existing utility towers

Ho'ohana Solar Farm

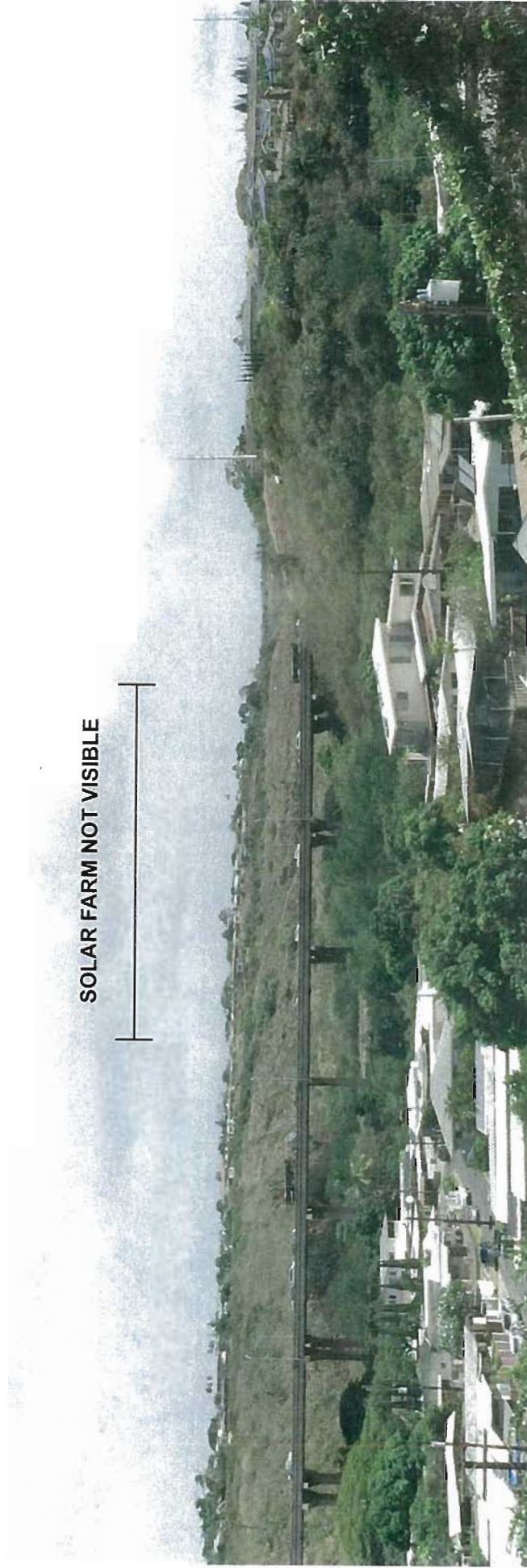
● View from Central Oahu Regional Park Tennis Courts (Waipio)
1.1 Miles Away



□ 110' to 140' tall existing utility towers

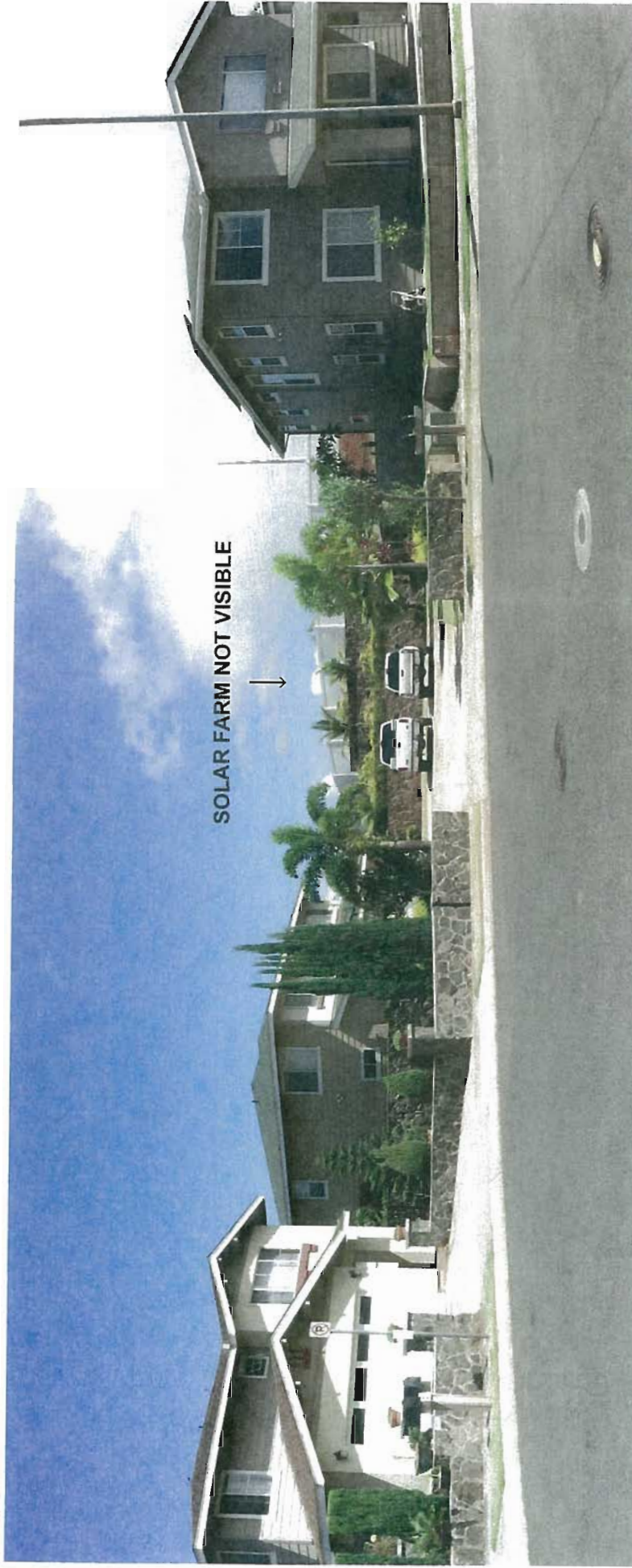
Ho'ohana Solar Farm

F View from Pakela Street (Waikele)
1.1 Miles Away



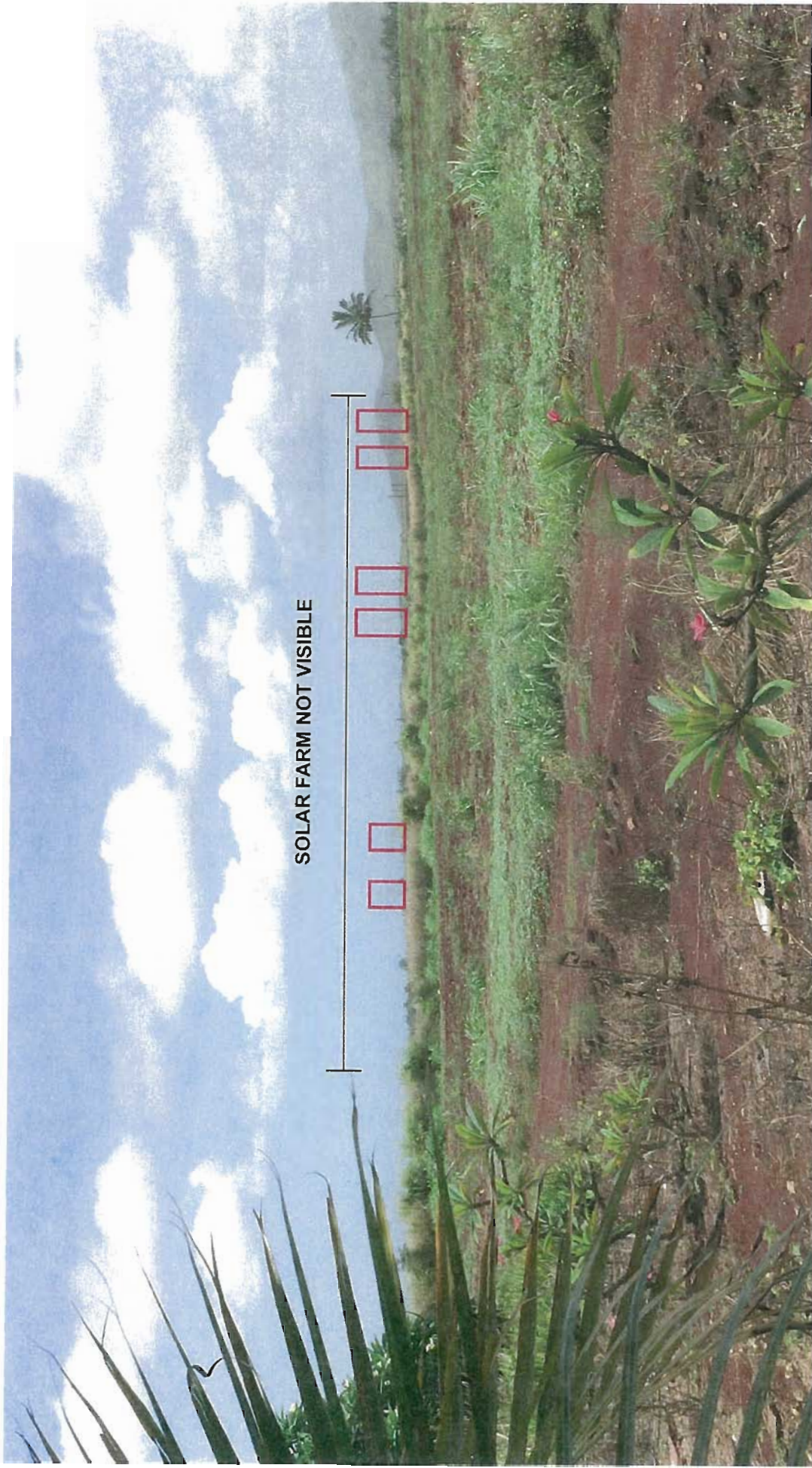
Ho'ohana Solar Farm

G View from Waipahu Elementary School (Waipahu)
2.2 Miles Away



Ho'ohana Solar Farm

H View from Halekapio Street (Waipahu)
1.9 Miles Away



SOLAR FARM NOT VISIBLE

□ 110' to 140' tall existing utility towers

Ho'ohana Solar Farm

1 View from Nui Street (Mililani)
1.0 Miles Away

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, Incorporated's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the greater of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, Incorporated, hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

HRT REALTY LLC,
a Maryland limited liability company,
as to an undivided 48.78%,
HONOLULU LIMITED,
a Maryland corporation,
as to an undivided 25.59%,
and
300 CORPORATION,
a Maryland corporation,
as to an undivided 25.63%,
as Tenants in Common,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of April 30, 2014 at 8:00 a.m.

SCHEDULE A CONTINUED

Inquiries concerning this report
should be directed to
REIKO CRABTREE.
Email rcrabtree@tghawaii.com
Fax (808) 521-0287
Telephone (808) 539-7704.
Refer to Order No. 201418291.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key: (1) 9-4-002-001 Area Assessed: 123.712 acres

-Note:- Attention is invited to the fact that the premises covered herein may be subject to possible rollback or retroactive property taxes.

2. Any and all matters not shown in the Indices described in Schedule A.

3. Mineral and water rights of any nature in favor of the State of Hawaii.

4. GRANT

TO : THE HAWAIIAN ELECTRIC COMPANY, LIMITED (now known as
HAWAIIAN ELECTRIC COMPANY, INC.)

DATED : September 10, 1956

RECORDED : Liber 3381 Page 336

GRANTING : a right-of-way (25 feet wide) for powerline purposes

5. DESIGNATION OF EASEMENT "11" (60 feet wide)

PURPOSE : road

SHOWN : on File Plan No. 2171

6. DESIGNATION OF EASEMENT "13" (10 feet wide)

PURPOSE : powerline

SHOWN : on File Plan No. 2171

SCHEDULE B CONTINUED

7. The terms and provisions contained in the following:

INSTRUMENT : CERTIFICATE AND CONSENT

DATED : December 1, 1986

RECORDED : Liber 20114 Page 517

PARTIES : WAITEC DEVELOPMENT, INC., a Hawaii corporation

8. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION

DATED : August 19, 1985

RECORDED : Liber 20142 Page 338

9. NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

BY : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation

DATED : December 15, 1993

RECORDED : Document No. 93-209114

10. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION

DATED : April 8, 1994

RECORDED : Document No. 94-065022

Said Declataion was amended by instrument dated December 10, 1997,
recorded as Document No. 99-056493.

SCHEDULE B CONTINUED

11. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED : March 6, 1995
RECORDED : Document No. 95-030454
PARTIES : HALEKUA DEVELOPMENT CORPORATION and CAROLINE J. ROBINSON LIMITED PARTNERSHIP, a Hawaii limited partnership, et al, as fee owner

12. SETBACK (22 feet wide)

PURPOSE : roadway
ALONG : Kunia Road
SHOWN : File Plan 2171

13. UNRECORDED RE-AFFIRMATION OF OBLIGATIONS dated ---, made by HALEKUA DEVELOPMENT CORPORATION, and HRT, LTD., HONOLULU LIMITED and 300 CORPORATION, as mentioned in instruments dated April 12, 1996, recorded as Document No. 96-051980, and dated April 15, 1996, recorded as Document No. 96-051982.

14. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED INFRASTRUCTURE AGREEMENT

DATED : March 12, 2007
PARTIES : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, "Owner", and HRT REALTY LLC, a Maryland limited liability company, "HRT"

Memorandum of Agreement dated March 12, 2007, recorded as Document No. 2007-045265.

SCHEDULE B CONTINUED

15. Any unrecorded leases and matters arising from or affecting the same.
16. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.
17. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land situate at Hoaeae and Waikele, District of Ewa, City and County of Honolulu, State of Hawaii, being LOT 1 of the "ROYAL KUNIA - PHASE II, INCREMENT I", as shown on File Plan Number 2171, filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 123.712 acres, more or less.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation

GRANTEE : HRT LTD., a Hawaii corporation, as to an undivided 48.78%,
HONOLULU LIMITED, a Hawaii corporation, as to an
undivided 25.78% and 300 CORPORATION, a Hawaii
corporation, as to an undivided 25.63%

DATED : April 15, 1996

RECORDED : Document No. 96-051982

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.
2. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of HRT, LTD., a Hawaii corporation into HJW/HRT, INC., a Maryland corporation, and the change of name of the surviving corporation, HJW/HRT, INC. to HRT, LTD., a Maryland corporation, on December 19, 1997, and effective on December 31, 1997, as set forth in instrument recorded as Document No. 98-087094.
3. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of HRT, LTD., a Maryland corporation, into HRT REALTY, LLC, a Maryland limited liability company, on January 3, 2007, as set forth in instrument recorded as Document No. 2007-030442.
4. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of HONOLULU LIMITED, a Hawaii corporation into HJW/HONOLULU INC., a Maryland corporation, and the change of name of the surviving corporation, HJW/HONOLULU INC. to HONOLULU LIMITED, a Maryland corporation, on December 19, 1997, and effective on December 31, 1997, as set forth in instrument recorded as Document No. 98-082916.

GENERAL NOTES

5. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of 300 CORPORATION, a Hawaii corporation into HJW/300 CORPORATION, a Maryland corporation, and the change of name of the surviving corporation, HJW/300 CORPORATION to 300 CORPORATION, a Maryland corporation on December 19, 1997, and effective on December 31, 1997, as set forth in instrument recorded as Document No. 98-087100.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually known to Purchaser. Title Guaranty of Hawaii, Incorporated (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the greater of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 5/07/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 001 0000

CLASS: INDUSTRIAL

AREA ASSESSED: 5,388,895 SF

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2014

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|------------------------|----|------------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 23,172,300 |
| AGRICULTURAL USE VALUE | | |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 23,172,300 |
| TOTAL NET VALUE | \$ | 23,172,300 |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------|
| 2013 | 2 | 136,985.90 | | | 136,985.90 | | PAID |
| 2013 | 1 | 136,985.90 | | | 136,985.90 | | PAID |
| 2012 | 2 | 136,985.90 | | | 136,985.90 | | PAID |
| 2012 | 1 | 136,985.90 | | | 136,985.90 | | PAID |

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, Incorporated's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the greater of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, Incorporated, hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

ROBINSON KUNIA LAND LLC,
a Hawaii limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of April 24, 2014 at 8:00 a.m.

Inquiries concerning this report
should be directed to
RESIDENTIAL TITLE SERVICES.
Email rtscustomerservice@tghawaii.com
Fax (808) 521-0288
Telephone (808) 533-5874.
Refer to Order No. 201418293.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key: (1) 9-4-002-052 Area Assessed: 161.023 acre

Land Classification: AGRICULTURAL

-Note:- Attention is invited to the fact that the premises covered herein may be subject to possible rollback or retroactive property taxes.

2. Any and all matters not shown in the Indices described in Schedule A.
3. Mineral and water rights of any nature in favor of the State of Hawaii.

4. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION

DATED : August 19, 1985

RECORDED : Liber 20142 Page 338

5. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION OF CONDITIONS AND CONSENT

DATED : April 8, 1994

RECORDED : Document No. 94-065022

Said DECLARATION OF CONDITIONS AND CONSENT was amended by instrument dated December 10, 1997, recorded as Document No. 99-056493.

SCHEDULE B CONTINUED

6. GRANT

TO : HAWAIIAN ELECTRIC COMPANY, INC.
DATED : September 10, 1956
RECORDED : Liber 3381 Page 336
GRANTING : a right-of-way (25 feet wide) for powerline purposes

7. DESIGNATION OF EASEMENT "13" (10 feet wide)0

PURPOSE : powerline
SHOWN : on File Plan No. 2154

8. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED AGREEMENT

DATED : November 27, 2002
PARTIES : HOUSING AND COMMUNITY DEVELOPMENT CORPORATION OF HAWAII and DEPARTMENT OF TRANSPORTATION
RE : Ordinance 02-52 (2002)

MEMORANDUM OF AGREEMENT dated November 27, 2002, recorded as Document No. 2005-068465.

9. MEMORANDUM OF OPTION AGREEMENT (FOREST CITY KUNIA SOLAR POWER PROJECT)

OPTIONOR : ROBINSON KUNIA LAND LLC, a Hawaii limited liability company

OPTIONEE : FOREST CITY SUSTAINABLE RESOURCES, LLC, an Ohio limited liability company

DATED : August 2, 2012
RECORDED : Document No. A-46960924
TERM : effective as of the date hereof, with a term of twenty-four (24) calendar months from the Effective Date, together with extension rights

SCHEDULE B CONTINUED

10. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.
11. Any unrecorded leases and matters arising from or affecting the same.
12. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.

-Note:- A current survey, with metes and bounds description, should be made of said premises.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent 4486, Apana 1, Mahele Award 4 to Luluhiwalani and Royal Patent 4490, Land Commission Award 10747, Apana 9 to N. Namauu) situate, lying and being at Hoaeae & Waikele, Ewa, Oahu, State of Hawaii, being LOT B bearing Tax Key designation (1) 9-4-002-052, and containing an area of 161.023 acres, more or less.

BEING THE PREMISES ACQUIRED BY ROBINSON KUNIA LAND LLC BY THE FOLLOWING:

1. By DEED dated June 28, 2005, recorded as Document No. 2005-130516.
2. By DEED dated June 29, 2005, recorded as Document No. 2005-130517.
3. By DEED dated June 28, 2005, recorded as Document No. 2005-130518.
4. By DEED dated June 28, 2005, recorded as Document No. 2005-130519.
5. By DEED dated July 7, 2005, recorded as Document No. 2005-155094.
6. By DEED dated June 24, 2005, recorded as Document No. 2005-155095.
7. By DEED dated June 24, 2005, recorded as Document No. 2005-155096.
8. By DEED dated July 13, 2005, recorded as Document No. 2005-155097.
9. By DEED dated June 28, 2005, recorded as Document No. 2005-155098.
10. By DEED dated June 29, 2005, recorded as Document No. 2005-155099.
11. By DEED dated July 8, 2005, recorded as Document No. 2005-155100.

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Incorporated (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the greater of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 4/30/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 052 0000

CLASS: AGRICULTURAL

AREA ASSESSED: 161.023 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2013

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | | |
|-----------------|----|---------|------------------------|
| BUILDING | \$ | 0 | |
| EXEMPTION | \$ | 0 | |
| NET VALUE | \$ | 0 | |
| LAND | \$ | 128,000 | AGRICULTURAL USE VALUE |
| EXEMPTION | \$ | 0 | |
| NET VALUE | \$ | 128,000 | |
| TOTAL NET VALUE | \$ | 128,000 | |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------|
| 2013 | 2 | 364.80 | | | | 364.80 | PAID |
| 2013 | 1 | 364.80 | | | | 364.80 | PAID |
| 2012 | 2 | 462.55 | | | | 462.55 | PAID |
| 2012 | 1 | 462.56 | | | | 462.56 | PAID |

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, Incorporated's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the greater of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, Incorporated, hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

HRT REALTY, LLC,
a Maryland limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of May 2, 2014 at 8:00 a.m.

Inquiries concerning this report
should be directed to
REIKO CRABTREE.
Email rcrabtree@tghawaii.com
Fax (808) 521-0287
Telephone (808) 539-7704.
Refer to Order No. 201418294.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key: (1) 9-4-002-070 Area Assessed: 13.304 acres

2. Any and all matters not shown in the Indices described in Schedule A.

3. Mineral and water rights of any nature in favor of the State of Hawaii.

4. GRANT

TO : THE HAWAIIAN ELECTRIC COMPANY, LIMITED (now known as
HAWAIIAN ELECTRIC COMPANY, INC.)

DATED : September 10, 1956

RECORDED : Liber 3381 Page 336

GRANTING : a right-of-way (25 feet wide) for powerline purposes

5. The terms and provisions contained in the following:

INSTRUMENT : CERTIFICATE AND CONSENT

DATED : December 1, 1986

RECORDED : Liber 20114 Page 517

PARTIES : WAITEC DEVELOPMENT, INC., a Hawaii corporation

6. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION

DATED : August 19, 1985

RECORDED : Liber 20142 Page 338

SCHEDULE B CONTINUED

7. The terms and provisions contained in the following:

INSTRUMENT : NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE
COMMISSION

BY : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation

DATED : December 15, 1993

RECORDED : Document No. 93-209114

8. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION OF CONDITIONS AND CONSENT

DATED : April 8, 1994

RECORDED : Document No. 94-065022

Said Declaration was amended by instrument dated December 10, 1997,
recorded as Document No. 99-056493.

9. SETBACK (22 feet wide)

PURPOSE : roadway

ALONG : Kunia Road

SHOWN : File Plan 2171

10. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL
ZONING

DATED : March 6, 1995

RECORDED : Document No. 95-030454

11. UNRECORDED RE-AFFIRMATION OF OBLIGATIONS dated ---, made by HALEKUA
DEVELOPMENT CORPORATION, and HRT, LTD., HONOLULU LIMITED and 300
CORPORATION, as mentioned in instruments dated April 12, 1996, recorded
as Document No. 96-051980, and dated April 15, 1996, recorded as
Document No. 96-051983.

SCHEDULE B CONTINUED

12. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED INFRASTRUCTURE AGREEMENT

DATED : March 12, 2007

PARTIES : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation,
"Owner", and HRT REALTY LLC, a Maryland limited
liability company, "HRT"

Memorandum of Agreement dated March 12, 2007, recorded as Document
No. 2007-045265.

13. Claims arising out of customary and traditional rights and practices,
including without limitation those exercised for subsistence, cultural,
religious, access or gathering purposes, as provided for in the Hawaii
Constitution or the Hawaii Revised Statutes.
14. Any unrecorded leases and matters arising from or affecting the same.
15. Discrepancies, conflicts in boundary lines, shortage in area,
encroachments or any other matters which a correct survey or
archaeological study would disclose.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land situate at Hoaeae and Waikele, District of Ewa, City and County of Honolulu, State of Hawaii, being LOT 2 of the "ROYAL KUNIA PHASE II, INCREMENT 1 SUBDIVISION", as shown on File Plan Number 2171, filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 13.304 acres, more or less.

BEING THE PREMISES ACQUIRED BY WARRANTY

GRANTOR : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation

GRANTEE : HRT, LTD., a Hawaii corporation

DATED : April 15, 1996

RECORDED : Document No. 96-051983

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.
2. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of HRT, LTD., a Hawaii corporation into HJW/HRT, INC., a Maryland corporation, and the change of name of the surviving corporation, HJW/HRT, INC. to HRT, LTD., a Maryland corporation, on December 19, 1997, and effective on December 31, 1997, as set forth in instrument recorded as Document No. 98-087094.
3. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of HRT, LTD., a Maryland corporation, into HRT REALTY, LLC, a Maryland limited liability company, on January 3, 2007, as set forth in instrument recorded as Document No. 2007-030442.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Incorporated (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the greater of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 5/07/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 070 0000

CLASS: RESIDENTIAL

AREA ASSESSED: 579,522 SF

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2014

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|-----------------|----|-----------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 1,912,400 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 1,912,400 |
| TOTAL NET VALUE | \$ | 1,912,400 |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/09/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------|
| 2013 | 2 | 3,346.70 | | | 3,346.70 | | PAID |
| 2013 | 1 | 3,346.70 | | | 3,346.70 | | PAID |
| 2012 | 2 | 2,586.15 | | | 2,586.15 | | PAID |
| 2012 | 1 | 2,586.15 | | | 2,586.15 | | PAID |

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, Incorporated's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the greater of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, Incorporated, hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

CANPARTNERS IV ROYAL KUNIA PROPERTY LLC,
a Delaware limited liability company,
as Fee Owner
-AS TO THAT PORTION OF LAND DESCRIBED HEREIN
CROSS-HATCHED ON MAP ATTACHED HERETO-
and
RKES, LLC,
a Hawaii limited liability company,
as Fee Owner
-AS TO THAT PORTION OF LAND DESCRIBED HEREIN
HATCHED ON MAP ATTACHED HERETO-

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of May 2, 2014 at 8:00 a.m.

Inquiries concerning this report

SCHEDULE A CONTINUED

should be directed to
REIKO CRABTREE.
Email rcrabtree@tghawaii.com
Fax (808) 521-0287
Telephone (808) 539-7704.
Refer to Order No. 201418296.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

LOT 1 is(are) covered by Tax Key: (1) 9-4-002-POR. 071 AND POR. 079.

2. Any and all matters not shown in the Indices described in Schedule A.

3. Mineral and water rights of any nature in favor of the State of Hawaii.

4. GRANT

TO : THE HAWAIIAN ELECTRIC COMPANY, LIMITED (now known as
HAWAIIAN ELECTRIC COMPANY, INC.)

DATED : September 10, 1956

RECORDED : Liber 3381 Page 336

GRANTING : a right-of-way (25 feet wide) for powerline purposes

5. The terms and provisions contained in the following:

INSTRUMENT : CERTIFICATE AND CONSENT

DATED : December 1, 1986

RECORDED : Liber 20114 Page 517

PARTIES : WAITEC DEVELOPMENT, INC., a Hawaii corporation

6. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION

DATED : August 19, 1985

RECORDED : Liber 20142 Page 338

SCHEDULE B CONTINUED

7. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the following:

INSTRUMENT : NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

BY : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation

DATED : December 15, 1993

RECORDED : Document No. 93-209114

8. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION OF CONDITIONS AND CONSENT

DATED : April 8, 1994

RECORDED : Document No. 94-065022

Said Declaration was amended by instrument dated December 10, 1997, recorded as Document No. 99-056493.

9. EXISTING EASEMENT "10" (60 feet wide)

PURPOSE : road and utility

SHOWN : on survey map prepared by Roy T. Yama, Land Surveyor, with ParEN, Inc., dba Park Engineering, dated June 21, 1985

10. EXISTING EASEMENT "11" (60 feet wide)

PURPOSE : road

SHOWN : on survey map prepared by Roy T. Yama, Land Surveyor, with ParEN, Inc., dba Park Engineering, dated June 21, 1985

11. EXISTING EASEMENT "13" (10 feet wide)

PURPOSE : powerline

SHOWN : on survey map prepared by Roy T. Yama, Land Surveyor, with ParEN, Inc., dba Park Engineering, dated June 21, 1985

SCHEDULE B CONTINUED

12. EXISTING EASEMENT "14" (60 feet wide)

PURPOSE : road and utility
SHOWN : on survey map prepared by Roy T. Yama, Land Surveyor,
with ParEN, Inc., dba Park Engineering, dated June 21,
1985

13. SETBACK (22 feet wide)

PURPOSE : roadway
SHOWN : on survey map prepared by Roy T. Yama, Land Surveyor,
with ParEN, Inc., dba Park Engineering, dated June 21,
1985

14. EXISTING EASEMENT "1"

PURPOSE : flowage
SHOWN : on File Plan No. 2154

15. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL
ZONING

DATED : March 6, 1995
RECORDED : Document No. 95-030454

16. UNRECORDED RE-AFFIRMATION OF OBLIGATIONS dated ---, made by HALEKUA DEVELOPMENT CORPORATION, and HRT, LTD., HONOLULU LIMITED and 300 CORPORATION, as mentioned in instrument dated April 12, 1996, recorded as Document No. 96-051980.

17. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL
ZONING

DATED : April 9, 1997
RECORDED : Document No. 97-047601

SCHEDULE B CONTINUED

18. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED CONNECTION AGREEMENT

DATED : March 12, 2007

PARTIES : KUNIA RESIDENTIAL PARTNERS, a Hawaii limited partnership, "KRP", and HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, "Owner"

Memorandum of Agreement dated March 12, 2007, recorded as Document No. 2007-045264.

19. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED INFRASTRUCTURE AGREEMENT

DATED : March 12, 2007

PARTIES : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, "Owner", and HRT REALTY LLC, a Maryland limited liability company, "HRT"

Memorandum of Agreement dated March 12, 2007, recorded as Document No. 2007-045265.

20. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED LETTER AGREEMENT

DATED : July 24, 1992

Said Agreement was supplemented and amended by instrument dated February 28, 2007.

Memorandum of Agreement dated March 12, 2007, recorded as Document No. 2007-045266, by and between HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, "HDC", and ROBINSON KUNIA LAND LLC, a Hawaii limited liability company, "Robinson".

SCHEDULE B CONTINUED

21. Lack of joinder by HANAUMA ONE, LLC in the following Non-Judicial foreclosure documents:

- (A) NOTICE OF MORTGAGEE'S INTENTION TO FORECLOSE UNDER POWER OF SALE, acknowledged March 19, 2009, recorded as Document No. 2009-042627;
- (B) SECOND AMENDMENT OF REAL PROPERTY MORTGAGE, SECURITY AGREEMENT AND FINANCING STATEMENT, dated April 24, 2009, recorded as Document No. 2009-063083;
- (C) MORTGAGEE'S AFFIDAVIT OF FORECLOSURE UNDER POWER OF SALE, dated June 1, 2009, recorded as Document No. 2009-089268;
- (D) MORTGAGEE'S QUITCLAIM DEED, dated June 10, 2009, recorded as Document No. 2009-089269.

-Note:- Said above instruments do not set forth the authority of CANPARTNERS REALTY HOLDING COMPANY IV LLC, a Delaware limited liability company, on behalf of HANAUMA ONE, LLC, a Delaware limited liability company (Co-Mortgagee under Mortgage recorded as Document No. 2007-045267, and its Assignment recorded as Document No. 2007-063401). Before title insurance can be issued, it will be necessary that any unrecorded documents to verify the authority of the above mentioned instruments be reviewed by Title Guaranty of Hawaii, Incorporated and its underwriter prior to closing.

22. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.

23. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.

-Note:- A current survey, with metes and bounds description, should be made of said premises.

SCHEDULE B CONTINUED

24. Any unrecorded leases and matters arising from or affecting the same.
25. Any claims arising out of the absence of appropriate conveyance document(s) relating to Lots 1 and 2 arising out of the consolidation and resubdivision of Lot A, as shown on Subdivision map prepared by Wayne M. Teruya, with Paren Inc., approved by Department of Planning and Permitting, City and County of Honolulu, on March 13, 2009, File N1. 2008/SUB-257.

-Note:- Appropriate conveyance documents and amendments of mortgages, if any, should be placed of record.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent Number 4490, Land Commission Award Number 10474, Apana 9 to N. Namauu and Royal Patent Number 4486, Apana 1, Mahele Award 4 to Luluhiwalani) situate, lying and being at Hoaeae and Waikele, District of Ewa, City and County of Honolulu, State of Hawaii, being LOT 1 as shown on Subdivision Map prepared by Wayne M. Teruya, with Paren, Inc., approved by Department of Planning and Permitting, City and County of Honolulu, on March 13, 2009, Subdivision Map No. 2008/SUB-257 bearing Tax Key designation (1) 9-4-002-por. 071 and por. 079, and containing an area of 161.335 acres, more or less.

Said above described parcel of land having been acquired as follows:

1. -AS TO THAT PORTION OF LAND CROSS-HATCHED ON MAP ATTACHED HERETO:-

By CANPARTNERS IV ROYAL KUNIA PROPERTY LLC, a Delaware limited liability company, by MORTGAGEE'S QUITCLAIM DEED of CANPARTNERS REALTY HOLDING COMPANY IC LLC, a Delaware limited liability company, dated June 10, 2009, recorded as Document No. 2009-089269.

2. -AS TO THAT PORTION OF LAND HATCHED ON MAP ATTACHED HERETO:-

By RKES, LLC, a Hawaii limited liability company, by (A) WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated December 30, 2003, recorded as Document No. 2003-002585; and (B) QUITCLAIM DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated March 6, 2007, recorded as Document No. 2007-045263.

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually known to Purchaser. Title Guaranty of Hawaii, Incorporated (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the greater of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 5/08/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 071 0000

CLASS: RESIDENTIAL A

AREA ASSESSED: 161.360 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2014

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|-----------------|----|------------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 16,580,700 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 16,580,700 |
| TOTAL NET VALUE | \$ | 16,580,700 |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------------|
| 2013 | 2 | 29,016.22 | 23.21 | 12.07 | | 615.60 | DELINQUENT |
| 2013 | 1 | 29,016.23 | | | 29,016.23 | | PAID |
| 2012 | 2 | 29,016.22 | | | 29,016.22 | | PAID |
| 2012 | 1 | 29,016.23 | | | 29,016.23 | | PAID |

Total Amount Due: 615.60

Penalty and Interest Computed to: 2/20/2014

DATE PRINTED: 5/08/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 079 0000

CLASS: PRESERVATION

AREA ASSESSED: 12.000 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2014

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|-----------------|----|---------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 300,000 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 300,000 |
| TOTAL NET VALUE | \$ | 300,000 |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------|
| 2013 | 2 | 855.00 | | | 855.00 | | PAID |
| 2013 | 1 | 855.00 | | | 855.00 | | PAID |
| 2012 | 2 | 855.00 | | | 855.00 | | PAID |
| 2012 | 1 | 855.00 | | | 855.00 | | PAID |

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, Incorporated's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the greater of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, Incorporated, hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

HRT REALTY, LLC,
a Maryland limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of April 23, 2014 at 8:00 a.m.

Inquiries concerning this report
should be directed to
RESIDENTIAL TITLE SERVICES.
Email rtscustomerservice@tghawaii.com
Fax (808) 521-0288
Telephone (808) 533-5874.
Refer to Order No. 201418297.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key: (1) 9-4-002-078 Area Assessed: 1,596,909 SF

Land Classification: RESIDENTIAL

2. Any and all matters not shown in the Indices described in Schedule A.

3. Mineral and water rights of any nature in favor of the State of Hawaii.

4. GRANT

TO : THE HAWAIIAN ELECTRIC COMPANY, LIMITED (now known
as HAWAIIAN ELECTRIC COMPANY, INC.)

DATED : September 10, 1956

RECORDED : Liber 3381 Page 336

GRANTING : a right-of-way (25 feet wide) for powerline
purposes

5. The terms and provisions contained in the following:

INSTRUMENT : CERTIFICATE AND CONSENT

DATED : December 1, 1986

RECORDED : Liber 20114 Page 517

PARTIES : WAITEC DEVELOPMENT, INC., a Hawaii corporation

SCHEDULE B CONTINUED

6. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION OF RESTRICTIVE COVENANTS

DATED : August 19, 1985

RECORDED : Liber 20142 Page 338

7. The terms and provisions contained in the following:

INSTRUMENT : NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE
COMMISSION

BY : HALEKUA DEVELOPMENT CORPORATION, a Hawaii
corporation

DATED : December 15, 1993

RECORDED : Document No. 93-209114

8. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION OF CONDITIONS AND CONSENT

DATED : April 8, 1994

RECORDED : Document No. 94-065022

Said Declaration was amended by instrument dated December 10,
1997, recorded as Document No. 99-056493.

9. SETBACK (22 feet wide)

PURPOSE : roadway

SHOWN : on survey map prepared by Roy T. Yama, Land
Surveyor, with ParEN, Inc., dba Park Engineering,
dated June 21, 1985

10. EXISTING EASEMENT "1"

PURPOSE : flowage

SHOWN : on File Plan No. 2154

SCHEDULE B CONTINUED

11. EXISTING EASEMENT "58"

PURPOSE : drainage and maintenance
SHOWN : on Royal Kunia Subdivision Site 13A (on File Plan
No. 2168)

12. EXISTING EASEMENT "63"

PURPOSE : flowage
SHOWN : on Royal Kunia Subdivision Site 13A (on File Plan
No. 2168)

13. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR
CONDITIONAL ZONING

DATED : March 6, 1995
RECORDED : Document No. 95-030454

14. UNRECORDED RE-AFFIRMATION OF OBLIGATIONS dated ---, made by
HALEKUA DEVELOPMENT CORPORATION, and HRT, LTD., HONOLULU LIMITED
and 300 CORPORATION, as mentioned in instrument dated April 12,
1996, recorded as Document No. 96-051980.

15. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR
CONDITIONAL ZONING

DATED : April 9, 1997
RECORDED : Document No. 97-047601

SCHEDULE B CONTINUED

16. UNRECORDED INFRASTRUCTURE AGREEMENT, date March 12, 2007, by and between HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, "Owner" and HRT REALTY LLC, a Maryland limited liability company, "HRT", re: infrastructure improvements, utility and drainage easements, and other matters concerning their respective parcels in Phase II

A Memorandum of Agreement is dated March 12, 2007, recorded as Document No. 2007-045265.

17. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.
18. Any unrecorded leases and matters arising from or affecting the same.
19. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent Number 4490, Land Commission Award Number 10474, Apana 9 to N. Namaau) situate, lying and being on the easterly side of Kunia Road at Hoaeae, District of Ewa, City and County of Honolulu, State of Hawaii, being LOT 1, being, also, a portion of Lot 3 of "ROYAL KUNIA PHASE II, INCREMENT 1 SUBDIVISION" (FILE PLAN 2171), and thus bounded and described as per survey dated June 27, 2001, to-wit:

Beginning at the south corner of this parcel of land, being, also, the west corner of Lot 55 of Royal Kunia Subdivision, Site 13B (File Plan 2170) and on the easterly side of Kunia Road, the coordinates of said point of beginning referred to Government Survey Triangulation Station "EWA CHURCH" being 3,360.76 feet north and 20,305.93 feet west, thence running by azimuths measured clockwise from true South:

1. 157° 57' 30" 654.05 feet along the easterly side of Kunia Road;
2. Thence along the easterly side of Kunia Road, on a curve to the left with a radius of 5,759.60 feet, the azimuth and distance of the chord being:
157° 44' 01" 45.18 feet;
3. 246° 16' 30" 903.34 feet along Lot 2 of Royal Kunia Phase II Increment 1 Subdivision (File Plan 2171);
4. 156° 16' 30" 614.02 feet along Lot 2 of Royal Kunia Phase II Increment 1 Subdivision (File Plan 2171);
5. 246° 16' 30" 56.00 feet along the remainder of Lot 3 of Royal Kunia Phase II Increment 1 Subdivision (File Plan 2171);

SCHEDULE C CONTINUED

6. Thence along the remainder of Lot 3 of Royal Kunia Phase II Increment 1 Subdivision (File Plan 2171), on a curve to the right with a radius of 30.00 feet, the azimuth and distance of the chord being:
- 201° 16' 30" 42.43 feet;
7. 246° 16' 30" 697.75 feet along the remainder of Lot 3 of Royal Kunia Phase II Increment 1 Subdivision (File Plan 2171);
8. 336° 16' 30" 1,125.14 feet along the remainder of Lot 3 of Royal Kunia Phase II Increment 1 Subdivision (File Plan 2171);
9. 52° 58' 1,035.56 feet along the northerly side of 'Anoiki Street, Lot 120, Lots 48 to 53 inclusive, and Lots 64 to 67, inclusive, of Royal Kunia Subdivision Site 13A (File Plan 2168);
10. 67° 57' 30" 700.00 feet along Lots 68 and 77 of Royal Kunia Subdivision Site 13A (File Plan 2168) and Lots 53, 42, 41, 40, 54 and 55 of Royal Kunia Subdivision Site 13B (File Plan 2170) to the point of beginning and containing an area of 36.660 acres, more or less.

Said above described parcel of land having been acquired as follows:

1. By HRT, LTD., formerly a Hawaii corporation, now a Maryland corporation, as to an undivided 11.9% interest, by WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated August 25, 1999, recorded as Document No. 2000-009215;

SCHEDULE C CONTINUED

2. By HRT, LTD., formerly a Hawaii corporation, now a Maryland corporation, as to an undivided 2.380% interest, by WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated December 14, 1999, recorded as Document No. 2000-009216;
3. By HRT, LTD., formerly a Hawaii corporation, now a Maryland corporation, as to an undivided 3.33% interest, by WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated March 30, 2001, recorded as Document No. 2001-054452;
4. By HRT, LTD., formerly a Hawaii corporation, now a Maryland corporation, as to an undivided 2.86% interest, by WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated July 11, 2001, recorded as Document No. 2001-117790;
5. By HRT, LTD., formerly a Hawaii corporation, now a Maryland corporation, as to an undivided 3.809% interest, by WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated August 29, 2001, recorded as Document No. 2001-142649; and
6. By HRT, LTD., formerly a Hawaii corporation, now a Maryland corporation, by WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated July 11, 2001, recorded as Document No. 2001-168369.

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.
2. Filed with the Department of Commerce and Consumer Affairs of the State of Hawaii (Business Registration), is the merger of HRT, LTD, a Maryland corporation to HRT REALTY, LLC, a Maryland limited liability company, effective January 3, 2007, as set forth in instrument dated January 5, 2007, recorded as Document No. 2007-030442.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Incorporated (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the greater of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 4/30/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 078 0000

CLASS: RESIDENTIAL

AREA ASSESSED: 1,596,909 SF

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2013

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|-----------------|----|--------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 12,800 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 12,800 |
| TOTAL NET VALUE | \$ | 12,800 |

Installment (1 - due 8/20; 2 - due 2/20)

Tax Info As Of - 2/09/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------|
| 2013 | 2 | 150.00 | | | | 150.00 | PAID |
| 2013 | 1 | 150.00 | | | | 150.00 | PAID |
| 2012 | 2 | 150.00 | | | | 150.00 | PAID |
| 2012 | 1 | 150.00 | | | | 150.00 | PAID |

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, Incorporated's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the greater of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, Incorporated, hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

RKES, LLC,
a Hawaii limited liability company,
and
CANPARTNERS IV ROYAL KUNIA PROPERTY LLC,
a Delaware limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of April 24, 2014 at 8:00 a.m.

Inquiries concerning this report
should be directed to
RESIDENTIAL TITLE SERVICES.
Email rtscustomerservice@tghawaii.com
Fax (808) 521-0288
Telephone (808) 533-5874.
Refer to Order No. 201418298.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

LOT 2 is(are) covered by Tax Key: (1) 9-4-002-POR. 079 AND POR. 071.
2. Any and all matters not shown in the Indices described in Schedule A.
3. Mineral and water rights of any nature in favor of the State of Hawaii.
4. GRANT

TO : THE HAWAIIAN ELECTRIC COMPANY, LIMITED, now known
as HAWAIIAN ELECTRIC COMPANY, INC.

DATED : September 10, 1956
RECORDED : Liber 3381 Page 336
GRANTING : a right-of-way (25 feet wide) for powerline
purposes
5. The terms and provisions contained in the following:

INSTRUMENT : CERTIFICATE AND CONSENT

DATED : December 1, 1986
RECORDED : Liber 20114 Page 517
PARTIES : WAITEC DEVELOPMENT, INC., a Hawaii corporation
6. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the following:

INSTRUMENT : DECLARATION

DATED : August 19, 1985
RECORDED : Liber 20142 Page 338

SCHEDULE B CONTINUED

7. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the following:

INSTRUMENT : NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

BY : HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation

DATED : December 15, 1993

RECORDED : Document No. 93-209114

8. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the following:

INSTRUMENT : DECLARATION OF CONDITIONS AND CONSENT

DATED : April 8, 1994

RECORDED : Document No. 94-065022

Said Declaration was amended by instrument dated December 10, 1997, recorded as Document No. 99-056493.

9. EXISTING EASEMENT "1"

PURPOSE : flowage

SHOWN : on File Plan No. 2154

10. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED : March 6, 1995

RECORDED : Document No. 95-030454

SCHEDULE B CONTINUED

11. UNRECORDED RE-AFFIRMATION OF OBLIGATIONS dated ---, made by HALEKUA DEVELOPMENT CORPORATION, and HRT, LTD., HONOLULU LIMITED and 300 CORPORATION, as mentioned in instrument dated April 12, 1996, recorded as Document No. 96-051980.

12. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR
CONDITIONAL ZONING

DATED : April 9, 1997

RECORDED : Document No. 97-047601

13. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED CONNECTION AGREEMENT

DATED : March 12, 2007

PARTIES : KUNIA RESIDENTIAL PARTNERS, a Hawaii limited
partnership, "KRP", and HALEKUA DEVELOPMENT
CORPORATION, a Hawaii corporation, "Owner"

Memorandum of Agreement dated March 12, 2007, recorded as
Document No. 2007-045264.

14. The terms and provisions contained in the following:

INSTRUMENT : UNRECORDED INFRASTRUCTURE AGREEMENT

DATED : March 12, 2007

PARTIES : HALEKUA DEVELOPMENT CORPORATION, a Hawaii
corporation, "Owner", and HRT REALTY LLC, a
Maryland limited liability company, "HRT"

Memorandum of Agreement dated March 12, 2007, recorded as
Document No. 2007-045265.

15. The terms and provisions contained in the following:

SCHEDULE B CONTINUED

INSTRUMENT : UNRECORDED LETTER AGREEMENT

DATED : July 24, 1992

Said Agreement was supplemented and amended by instrument dated February 28, 2007.

Memorandum of Agreement dated March 12, 2007, recorded as Document No. 2007-045266, by and between HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, "HDC", and ROBINSON KUNIA LAND LLC, a Hawaii limited liability company, "Robinson".

16. Lack of joinder by HANAUMA ONE, LLC in the following Non-Judicial foreclosure documents:

- (A) NOTICE OF MORTGAGEE'S INTENTION TO FORECLOSE UNDER POWER OF SALE, acknowledged March 19, 2009, recorded as Document No. 2009-042627;
- (B) SECOND AMENDMENT OF REAL PROPERTY MORTGAGE, SECURITY AGREEMENT AND FINANCING STATEMENT, dated April 24, 2009, recorded as Document No. 2009-063083;
- (C) MORTGAGEE'S AFFIDAVIT OF FORECLOSURE UNDER POWER OF SALE, dated June 1, 2009, recorded as Document No. 2009-089268;
- (D) MORTGAGEE'S QUITCLAIM DEED, dated June 10, 2009, recorded as Document No. 2009-089269.

-Note:- Said above instruments do not set forth the authority of CANPARTNERS REALTY HOLDING COMPANY IV LLC, a Delaware limited liability company, on behalf of HANAUMA ONE, LLC, a Delaware limited liability company (Co-Mortgagee under Mortgage recorded as Document No. 2007-045267, and its Assignment recorded as Document No. 2007-063401). Before title insurance can be issued, it will be necessary that any unrecorded documents to verify the authority of the above mentioned instruments be reviewed by Title Guaranty of Hawaii, Incorporated and its underwriter prior to closing.

17. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.

SCHEDULE B CONTINUED

18. Any unrecorded leases and matters arising from or affecting the same.
19. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.

-Note:- A current survey, with metes and bounds description, should be made of said premises.

20. Any claims arising out of the absence of appropriate conveyance document(s) relating to Lots 2 and 3 arising out of the consolidation and resubdivision of Lot 2, as shown on Subdivision map prepared by Wayne M. Teruya, with Paren Inc., approved by Department of Planning and Permitting, City and County of Honolulu, on March 13, 2009, File Nl. 2008/SUB-257.

-Note:- Appropriate conveyance documents and amendments of mortgages, if any, should be placed of record.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent Number 4490, Land Commission Award Number 10474, Apana 9 to N. Nāmānuu) situate, lying and being at Hoāeae and Waikēle, District of Ewa, City and County of Honolulu, State of Hawaii, being LOT 2 as shown on Subdivision Map prepared by Wayne M. Teruya, with Paren, Inc., approved by Department of Planning and Permitting, City and County of Honolulu, on March 13, 2009, Subdivision Map No. 2008/SUB-257 bearing Tax Key designation (1) 9-4-002-por. 079 and por. 071, and containing an area of 12.025 acres, more or less.

Said above described parcel of land having been acquired as follows:

1. By RKES, LLC, a Hawaii limited liability company, by (A) WARRANTY DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated December 30, 2003, recorded as Document No. 2003-002585; and (B) QUITCLAIM DEED of HALEKUA DEVELOPMENT CORPORATION, a Hawaii corporation, dated March 6, 2007, recorded as Document No. 2007-045263; and
2. By CANPARTNERS IV ROYAL KUNIA PROPERTY LLC, a Delaware limited liability company, by MORTGAGEE'S QUITCLAIM DEED of CANPARTNERS REALTY HOLDING COMPANY IC LLC, a Delaware limited liability company, dated June 10, 2009, recorded as Document No. 2009-089269.

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Incorporated (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the greater of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 4/29/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 079 0000

CLASS: PRESERVATION

AREA ASSESSED: 12.000 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2013

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|-----------------|----|---------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 300,000 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 300,000 |
| TOTAL NET VALUE | \$ | 300,000 |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------|
| 2013 | 2 | 855.00 | | | | 855.00 | PAID |
| 2013 | 1 | 855.00 | | | | 855.00 | PAID |
| 2012 | 2 | 855.00 | | | | 855.00 | PAID |
| 2012 | 1 | 855.00 | | | | 855.00 | PAID |

DATE PRINTED: 4/29/2014

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(1) 9 4 002 071 0000

CLASS: RESIDENTIAL

AREA ASSESSED: 161.360 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2013

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

| | | |
|-----------------|----|------------|
| BUILDING | \$ | 0 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 0 |
| LAND | \$ | 16,580,700 |
| EXEMPTION | \$ | 0 |
| NET VALUE | \$ | 16,580,700 |
| TOTAL NET VALUE | \$ | 16,580,700 |

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2014

| Tax Year | Installment | Tax Amount | Penalty Amount | Interest Amount | Other Amount | Total Amount | |
|----------|-------------|------------|----------------|-----------------|--------------|--------------|------------|
| 2013 | 2 | 29,016.22 | 23.21 | 12.07 | | 615.60 | DELINQUENT |
| 2013 | 1 | 29,016.23 | | | | 29,016.23 | PAID |
| 2012 | 2 | 29,016.22 | | | | 29,016.22 | PAID |
| 2012 | 1 | 29,016.23 | | | | 29,016.23 | PAID |

Total Amount Due: 615.60

Penalty and Interest Computed to: 2/20/2014

CARLSMITH BALL LLP

A LIMITED LIABILITY LAW PARTNERSHIP

ASB TOWER, SUITE 2100
1001 BISHOP STREET
HONOLULU, HAWAII 96813
TELEPHONE 808.523.2500 FAX 808.523.0842
WWW.CARLSMITH.COM

SLIM@CARLSMITH.COM

OUR REFERENCE NO.:
066869-00001

July 31, 2014

VIA HAND DELIVERY

Mr. Daniel Orodener
Executive Officer
Land Use Commission, State of Hawai'i
235 South Beretania Street, Room 406
Honolulu, Hawai'i 96813

2014 JUL 31 P 3:47
U.S. DEPT. OF JUSTICE
RECEIVED

Re: Halekua Development Corporation, Land Use Commission Docket No. A92-683
Request for Determination by Executive Officer

Dear Mr. Orodener:

We serve as the attorneys for Ho'ohana Solar 1, LLC, a Hawai'i limited liability corporation ("Ho'ohana"). We write this letter seeking a determination by the Executive Officer that Condition No. 21 of the Land Use Commission's (the "Commission") Docket No. A92-683, *In re Halekua Development Corporation*, which requires prior approval from the Commission to alter the ownership interest of the Petition Area, has been satisfied and no longer applies to the Petition Area.

1. Docket No. A92-683 Condition No. 21.

Among the 25 conditions contained in the 1996 Order is Condition No. 21 which provides:

In reliance upon Petitioner's representation that it will develop the Project *on his own and in its entirety, the Petitioner shall obtain the prior approval* from the Land Use Commission before it can sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property or Project covered by the Petition.

Petitioner shall request the prior approval from the Land Use Commission to alter the ownership interest and supporting affidavits that will provide relevant information, including (1) the name(s) and address(es) of the prospective owner(s) or real party(ies) in interest; (2) the reason for the alteration or of ownership interest; (3) any information related to any proposed change in the representations made by Petitioner to the Commission and in its Petition filed pursuant to section 15-15-50, Hawai'i Administrative Rules, including without limitation any information pertaining to the financial capabilities of the prospective owner(s) to proceed with the Project as set forth in section 15-15-50(8); and, (4) a written acknowledgement and affirmation of the prospective owner(s) that the prospective owner(s) shall comply with all of the conditions in this Order.

Findings of Fact, Conclusions of Law, and Decision and Order dated October 1, 1996, Docket No. A92-683 (the "1996 Order") ¶ 21, at 69.

For the reasons explained below, it is clear that Condition No. 21 has been satisfied and that the fee owners of the properties in the Petition Area therefore need not comply with the requirement to obtain prior approval from the Commission to alter the ownership interest of the lands in the Petition Area.

2. Background and Ho'ohana's Interest in the Petition Area.

By Findings of Fact, Conclusions of Law, and Decision and Order dated December 9, 1993, the Commission reclassified 504.865 acres of land at Waikele and Ho'ae'ae, 'Ewa on the island of O'ahu from the State Land Use ("SLU") Agricultural District to the Urban District for the development of 2,000 single-family and multi-family residential units, a light industrial area, an elementary school and public park, known as the Royal Kunia Phase II Project. The Docket was amended in 1996 by Findings of Fact, Conclusions of Law, and Decision and Order dated October 1, 1996 (the "1996 Order") and again by Findings of Fact, Conclusions of Law, and Decision and Order dated October 7, 2013 (the "2013 Order"). The Petition Area is currently identified by Tax Map Key ("TMK") Nos. 9-4-002: 001, 052, 070, 071, 078, and 079.

The original Petitioner in this Docket was Halekua Development Corporation ("Halekua") led by Herbert Horita. In 1993, the property comprising the Petition Area was originally owned in fee simple by Caroline J. Robinson Limited Partnership, a Hawai'i limited partnership; Bishop Trust Company, Limited, a Hawai'i corporation, Trustee; Chinn Ho, Herman G.P. Lemke and Mildred Teresa Centeio, Trustees; Waikele Lands, Ltd., a Hawai'i corporation; and American Trust Co. of Hawai'i, Inc., a Hawai'i corporation, Trustee (collectively, "Robinson Estate"). Subsequently, by way of limited warranty deeds, the Robinson Estate conveyed 347.036 acres of the Petition Area to Halekua. Various legal proceedings in the 2000's resulted in Halekua losing control of the Petition Area, such that the present ownership of the Petition Area (as noted in the 2013 Order) is as follows:

Robinson Kunia Land LLC, TMK No. 9-4-002: 052 (161.023 acres) ("Parcel 52";¹

Canpartners IV Royal Kunia Property LLC, TMK Nos. 9-4-002: 071 (161.335 acres) and 079 (por.) (0.025 acres);

HRT Realty, LLC, TMK Nos. 9-4-002: 001 (por.) (as to an undivided 48.78% of 123.712 acres as Tenants in Common), 070 (13.304 acres), and 078 (36.660 acres);

300 Corporation, TMK No. 9-4-002: 001 (por.) (as to an undivided 25.63% of 123.712 acres as Tenants in Common);

Honolulu Limited, TMK No. 9-4-002: 001 (por.) (as to an undivided 25.59% of 123.712 acres as Tenants in Common); and

RKES, LLC, TMK Nos. 9-4-002: 071 (por.) (0.025 acres) and 079 (12.0 acres).

Therefore, Canpartners IV Royal Kunia Property LLC, HRT Realty, LLC, 300 Corporation, Honolulu Limited, RKES, LLC, and Robinson Kunia Land LLC are the successors-in-interest to their respective TMK parcels under Docket No. A92-683. The Petition Area remains subject to the terms and conditions of the 1996 Order, as amended, by recorded Declaration of Conditions Imposed by the Land Use Commission, dated April 8, 1994, and Declaration of First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order Filed on October 1, 1996, dated June 20, 2014 (the "Declarations").

On August 2, 2012, Robinson Kunia Land LLC and Forest City Sustainable Resources, LLC ("Forest City") entered into a two-year Option Agreement, which grants Forest City an exclusive and irrevocable option to develop, construct and operate a solar power generating Project on Parcel 52. Forest City and Hanwha Q CELLS USA ("Q CELLS") joined together to create Ho'ohana Solar 1, LLC ("Ho'ohana"), the entity responsible for the development of the proposed solar farm on Parcel 52 (the "Project") under the Option Agreement.

3. Support for Satisfaction of Condition No. 21.

Ho'ohana believes that Condition 21 has been satisfied by the prior Commission actions in this Docket which recognized the current owners of the Petition Area, who are no longer required to obtain the Commission's approval prior to changing the ownership interests in the Petition Area for the following reasons:

a. Condition No. 21 specifically applied to Mr. Horita personally, and to Halekua Development Corporation. Condition No. 21 appears to have been required by the Commission to ensure that the original developer, Halekua, would complete development of the Royal Kunia Phase II Project. *See* 1996 Order, Condition No. 21 ("In reliance upon Petitioner's representation that *it will develop the Project on his own and in its entirety*, the Petitioner shall obtain the prior

¹ By way of limited warranty deeds, the Robinson Estate conveyed TMK No. 9-4-002: 052 consisting of 161.023 acres to Robinson Kunia Land LLC ("RKL").

approval from the Land Use Commission before it can sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property or Project covered by the Petition."); June 25, 1993 Transcript, at 40-41 (providing that Condition No. 24 [now Condition No. 21] was meant to relate to "the change in identity of the *petitioner*") (emphasis added).

The transcripts of the Halekua proceedings evidence the Commission's concern both with Halekua as a developer and whether or not Mr. Horita personally would be able to proceed with developing the Project as represented to the Commission. *See* Mar. 13, 2007 Transcript,² at 67 (the Commission asking Mr. Horita if it is his "intent to retain and develop the remainder of the Royal Kunia Phase II project that is not being sold to HRT"); Feb. 3, 2004 Transcript, at 74 ("This Horita-Halekua thing is a big nightmare."); September 20, 1993 Transcript, at 106 (asking Mr. Horita if he intends to stay with this project and to develop Royal Kunia Phase II on his own); *id.* at 108 (asking Mr. Horita if he plans to stay in the development business since it has been hit hard lately). It is abundantly clear that the particular facts and circumstances of the financial markets and Mr. Horita's ability to develop the Petition Area was the reason why the Commission imposed Condition No. 21 in Docket No. A92-683.

b. Condition No. 21 is not a standard condition normally found in other dockets and is therefore a special condition uniquely applicable only to the original petitioner, Halekua. The purpose of Condition No. 21 at the time that it was imposed was to allow the Commission to continue to exercise police power over projects which it had approved. *See* June 25, 1993 Transcript, at 39-40 ("Conditions number 23 [substantial compliance], 24 [now Condition No. 21], and 25 [annual reports] were amended to address OSP's concerns regarding the State's ability to police projects in the future subsequent to approval from the Commission and also to be *informed* of potential changes in ownership subsequent to approval from the Commission. In particular, Condition 24 [now Condition No. 21] was amended. I believe the first paragraph in that condition is the Commission's standard language requiring notification to the Commission in the event the petitioner intends to change ownership in the property. The second paragraph was added and it requires that 'Within 30 days from the date ownership is substantially altered the name and address of the owners be submitted to the Commission, an explanation for the alteration of the ownership interest be disclosed; any information that amends the LUC's requirement with respect to petitioner's financial capabilities be submitted to the Commission. And finally that a written acknowledgement accepting and acknowledging compliance with the conditions set forth by the Commission be submitted by the new owners.'") (emphasis added); *id.* at 41 (acknowledging that these revisions affect the *standard conditions* that the Commission typically attaches to its Decisions and Orders).

c. The Commission on its own has already recognized that Condition No. 21 has been satisfied. Since the imposition of Condition No. 21 in the 1993 and 1996 Orders, the Commission has approved and acknowledged that the lands comprising the Petition Area have been conveyed from Halekua/Mr. Horita to the current owners and that Halekua/Mr. Horita no longer holds an interest in the Petition Area. Halekua complied with Condition 21 when it filed motions to transfer ownership interest in 1995 and 2007. The status report filed on January 15,

² All transcripts referred to herein are those from the various proceedings in Docket No. A92-683.

2014 by Group 70 International, Inc. on behalf Halekua-Kunia, LLC provides that "[Halekua-Kunia] has obtained the LUC's approval of recent changes in ownership interest of the HDC-owned portion of Royal Kunia Phase II, and will continue to comply with all requirements of this condition." Therefore, because Condition 21 was intended to apply to Petitioner Halekua, and because Halekua has transferred all of its interest in the Petition to the current property owners, the reasoning for Condition No. 21's prior approval requirement is no longer applicable.

d. The 2013 amendment to the Docket further satisfied Condition No. 21. In 2013, Canpartners IV Royal Kunia Property LLC ("Canpartners") filed a Motion for Order Amending the Findings of Fact, Conclusions of Law, and Decision and Order on October 1, 1996 to modify Condition 2 of the 1996 Order to recognize Canpartners' standing and to clarify Canpartners' responsibility for implementing certain local and regional transportation improvements related to the Royal Kunia Phase II Project. The Commission granted Canpartners' motion by the First Amendment to the Amended Findings of Fact, Conclusions of Law, and Decision and Order filed on October 1, 1996, dated October 7, 2013 ("2013 Order"). In said motion, Canpartners confirmed the present ownership of the Petition Area, and in doing so, the Commission acknowledged the present ownership of the Petition Area by the current parties.

4. Conclusion.

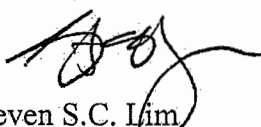
We trust that the above discussion is sufficient for you to make an administrative determination that Condition No. 21 has been satisfied and acknowledged as such by the actions of the Commission. Ho'ohana therefore requests that the Executive Officer confirm that prior approval by the Commission is no longer required to transfer any ownership interest in the Petition Area.

Ho'ohana recognizes that the Commission normally imposes a standard condition requiring the Petitioner to *inform* the Commission of changes in ownership, but not to require the Commission's approval for such changes. If Condition No. 21 is found to be satisfied, then as part of the Commission's action on our Motion to Amend, Ho'ohana would not oppose addition of the standard language requiring notification of changes in ownership, as an acceptable replacement for the current Condition No. 21. This standard language will continue to allow the Commission to monitor the progress of projects which it has approved.

Mr. Dan Orodener
July 31, 2014
Page 6

Respectfully submitted,

Sincerely,



Steven S.C. Lim
CARLSMITH BALL LLP
Attorneys for HO'OHANA SOLAR 1, LLC

SSL/PPT

cc: Canpartners IV Royal Kunia Property LLC, c/o Wyeth M. Matsubara, Esq., Matsubara –
Kotake
HRT Realty, LLC, 300 Corporation, Honolulu Limited, c/o Delwyn H.W. Wong, Esq.,
Law Offices of Reuben S. F. Wong
RKES, LLC, c/o Patrick K. Kobayashi, Kobayashi Group
Robinson Kunia Land LLC, c/o Stephen Mau, Rush Moore LLP
Ann Bouslog, Forest City Sustainable Resources, LLC

4812-4773-0204.1.066869-00001

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAI'I

In the Matter of the Petition of

**HALEKUA DEVELOPMENT
CORPORATION, a Hawai'i corporation**

To Amend the Agricultural Land Use District
Boundary into the Urban Land Use District for
Approximately 503.886 Acres at Waikele and
Ho'ae'ae, 'Ewa, O'ahu, City and County of
Honolulu, State of Hawai'i, Tax Map Key No.
9-4-02: 1, portion of 52, 70 and 71

DOCKET NO. A92-683

CERTIFICATE OF SERVICE

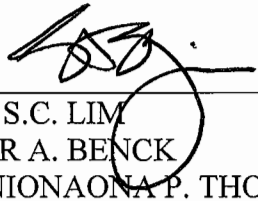
CERTIFICATE OF SERVICE

I hereby certify that due service of a copy of the within document was made by
depositing the same with the U. S. Mail via certified mail-return receipt, postage prepaid, or by
hand delivery, on August 11, 2014, addressed to:

| | |
|---------------|--|
| HAND DELIVERY | LEO R. ASUNCION, JR., Interim Director Office of Planning State Office Tower, 6th Floor 235 South Beretania Street Honolulu, HI 96813 |
| HAND DELIVERY | DAVID M. LOUIE, ESQ., Attorney General DIANE ERICKSON, ESQ., Deputy Attorney General Commerce and Economic Development Department of the Attorney General 425 Queen Street Honolulu, HI 96813 |
| HAND DELIVERY | GEORGE I. ATTA, Director Department of Planning and Permitting City & County of Honolulu 650 South King Street, 7th Floor Honolulu, HI 96813 |

| | |
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| HAND DELIVERY | DONNA Y.L. LEONG, ESQ. Corporation Counsel Department of the Corporation Counsel Honolulu Hale 530 South King Street, Room 110 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | City and County of Honolulu Department of Budget and Fiscal Services Real Property Assessment Division 530 South King Street, Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | STATE OF HAWAII DEPARTMENT OF TRANSPORTATION Aliiimoku Building 869 Punchbowl Street Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | ROBINSON KUNIA LAND LLC c/o RUSH MOORE LLP ATTN: MR. STEPHEN K.C. MAU, ESQ. Pacific Guardian Center, Mauka Tower 737 Bishop Street, Suite 2400 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | FOREST CITY SUSTAINABLE RESOURCES, LLC ATTN: THE CORPORATION COMPANY, INC. 1136 Union Mall, Suite 301 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | HANWHA HAWAII LLC ATTN: THE CORPORATION COMPANY, INC. 1136 Union Mall, Suite 301 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | HALEKUA DEVELOPMENT CORPORATION ATTN: THE HORITA GROUP, INC. MR. JOSHUA HORITA 98-150 Kaonohi Street B128 Aiea, HI 96701 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | CANPARTNERS IV ROYAL KUNIA PROPERTY LLC c/o MATSUBARA – KOTAKE ATTN: MR. WYETH M. MATSUBARA, ESQ. 888 Mililani Street, 8th Floor Honolulu, HI 96813 |

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|--|--|
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | HRT REALTY, LLC c/o LAW OFFICES OF REUBEN WONG ATTN: MR. DELWYN H.W. WONG 1164 Bishop Street, Suite 1006 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | 300 CORPORATION c/o LAW OFFICES OF REUBEN WONG ATTN: MR. DELWYN H.W. WONG 1164 Bishop Street, Suite 1006 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | HONOLULU LIMITED c/o LAW OFFICES OF REUBEN WONG ATTN: MR. DELWYN H.W. WONG 1164 Bishop Street, Suite 1006 Honolulu, HI 96813 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | RKES, LLC ATTN: PATRICK K. KOBAYASHI 1288 Ala Moana Boulevard, Suite 201 Honolulu, HI 96814 |
| CERTIFIED MAIL, RETURN RECEIPT REQUESTED | HAWAIIAN ELECTRIC COMPANY, INC. Attn: SUSAN A. LI 900 Richards Street, Room 404 Honolulu, HI 96813 |


 STEVEN S.C. LIM
 JENNIFER A. BENCK
 PUANANIONAONA P. THOENE

Attorneys for Successor Petitioner to Parcel 52
HO'OHANA SOLAR 1, LLC

Dated: Honolulu, Hawai'i, August 11, 2014